

Name of applicant:	Sills Cummis & Gross P.C.
Total expenses paid to date:	\$11,033.24
Compensation sought in this application <u>not</u> previously paid:	\$526,086.75
Expenses sought in this application <u>not</u> previously paid:	\$8,766.51
Blended rate in this application for all attorneys:	\$675.00
Blended rate in this application for all timekeepers:	\$674.89
Number of professionals included in this application:	10
If applicable, number of professionals in this application not included in staffing plan approved by client:	N/A
If applicable, difference between fees budgeted and compensation sought for this period:	Sills was not asked to prepare a budget in connection with these cases.
Number of professionals billing fewer than 15 hours to the case during this period:	3
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	Yes. In the ordinary course of its business and consistent with its standard practices, Sills increased its <i>standard</i> hourly rates on October 1, 2023 (<i>i.e.</i> , the first date of Sills' fiscal year). However, as noted in its retention application, Sills' fees for <i>this</i> matter are subject to a \$675 blended hourly rate cap. If Sills had billed at its standard hourly rates, its fees would have totaled \$1,562,243.25. Based on the application of Sills' blended rate discount, Sills' fees were reduced by \$312,927.00 (<i>i.e.</i> , over 20%). ³

³ On top of this discount, Sills voluntarily agreed to write off \$1,600 for travel related fees in connection with its November 2023 fee application. See Docket No. 773.

Date & Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses (100%)
11/09/23 D.I. 486	8/18/23 – 8/31/31	\$67,297.50	\$635.37	\$53,838.00	\$635.37
11/09/23 D.I. 488	9/1/23 – 9/30/23	\$188,958.75	\$3,613.37	\$151,167.00	\$3,613.37
12/15/23 D.I. 568	10/1/23 – 10/31/23	\$168,750.00	\$1,274.88	\$135,000.00	\$1,274.88
2/8/24 D.I. 728	11/1/23 – 11/30/23	\$198,315.00	\$562.05	\$137,220.50 ⁴	\$562.05
2/8/24 D.I. 730	12/1/23 – 12/31/23	\$98,347.50	\$4,054.78	\$78,678.00	\$2,869.11 ⁵
3/18/24 D.I. 845	1/1/24 – 1/31/24	\$95,107.50	\$2,078.46	\$76,086.00	\$2,078.46
5/7/24 D.I. 1025	2/1/24 – 2/29/24	\$112,050.00	\$0.00	\$89,640.00	\$0.00
7/30/24 D.I. 1189	3/1/24 – 3/31/24	\$180,157.50	\$5,459.76	TBD	TBD
7/30/24 D.I. 1191	4/1/24 – 4/30/24	\$45,292.50	\$0.00	TBD	TBD
7/30/24 D.I. 1193	5/1/24 – 5/31/24	\$64,327.50	\$1,447.69	TBD	TBD
----	6/1/24 – 6/23/24 ⁶	\$30,712.50	\$2,595.31	TBD	TBD
TOTAL		\$1,249,316.25	\$21,721.67	\$721,629.50	\$11,033.24
TOTAL <u>AFTER</u> REDUCTIONS		\$1,247,716.25⁷	\$19,799.75⁸	TBD	TBD

⁴ 80% of Sills fees for its November 2023 fee application total \$158,652.00. However, Sills voluntarily agreed to reduce \$1,600 of its fees related to travel time. In addition, Sills and the U.S. Trustee agreed to defer consideration of \$19,831.50 (for time spent on legal research) until this Application. See Docket No. 773. In this Application, Sills seeks allowance and payment of these deferred fees.

⁵ The December 2023 invoice includes expenses totaling \$4,054.78. However, Sills voluntarily agreed to reduce the expenses requested by \$1,185.67. See Docket No. 774.

⁶ Sills is not filing a June fee application and instead incorporates its June 1 – June 23, 2024 fees and expenses into this Application.

⁷ Sills voluntarily agreed to write off \$1,600 for travel-related fees in connection with its November 2023 fee application. See Docket No. 773. In addition, Sills and the U.S. Trustee agreed to defer consideration of \$19,831.50 (for time spent on legal research) until this Application. See Docket No. 773. In this Application, Sills seeks allowance and payment of the \$19,831.50 deferred fees.

⁸ The invoices undergirding this Application include expenses totaling \$21,721.67. However, Sills previously voluntarily agreed to reduce the expenses requested in its December 2023 fee application by \$1,185.67. See Docket No. 774. In addition, Sills is now voluntarily writing off an additional \$736.25 in legal research expenses.

COMPENSATION BY PROFESSIONAL

Name of Professional Individual	Position, practice group, year of first bar admission, if applicable	Hourly Billing Rate⁹	Total Hours Billed	Total Compensation
Andrew H. Sherman	Member, Bankruptcy First Bar Admission: 1991	\$995-\$1075	258.65	\$272,508.75
Boris Mankovetskiy	Member, Bankruptcy First Bar Admission: 2001	\$875-\$925	667.0	\$610,780.00
S. Jason Teele	Member, Bankruptcy First Bar Admission: 2001	\$850-\$895	180.6	\$158,478.00
Matthew Holden	Member, Corporate First Bar Admission: 2006	\$695	23.4	\$16,263.00
Jeffrey Kramer	Of Counsel, Bankruptcy First Bar Admission: 1995	\$835	0.9	\$751.50
Michael Savetsky	Of Counsel, Bankruptcy First Bar Admission: 2005	\$795-\$835	389.8	\$323,115.00
Gregory A. Kopacz	Of Counsel, Bankruptcy First Bar Admission: 2010	\$725-\$775	107.9	\$81,777.50
Jeffery Wendler	Of Counsel, Real Estate First Bar Admission: 1989	\$595	13.1	\$7,794.50
Oleh Matviyishyn	Associate, Bankruptcy First Bar Admission: 2022	\$425-\$475	209.2	\$90,580.00
Anna L. Irvin	Library Director	\$325	0.6	\$195.00
Total at Standard Rates			1,851.15	\$1,562,243.25
Total After Application of \$675 Blended Rate Discount¹⁰			1,851.15	\$1,249,316.25
Total After Additional Reduction				\$1,247,716.25¹¹

⁹ Effective October 1, 2023 (the first day of Sills' fiscal year), the *standard* hourly rates of certain Sills attorneys were increased to reflect the increased experience and seniority of such attorneys, as well as economic and other conditions. For instance, the hourly rate of Andrew H. Sherman was increased from \$995 to \$1,075; the hourly rate of Boris Mankovetskiy was increased from \$875 to \$925; the hourly rate of Jason Teele was increased from \$850 to \$895; the hourly rate of Michael Savetsky was increased from \$795 to \$835; and the hourly rate of Gregory Kopacz was increased from \$725 to \$775. However, as discussed below, Sills' attorneys' fees for *this* engagement are subject to a \$675 blended hourly rate cap.

¹⁰ The fees of Sills' attorneys are subject to a \$675 blended hourly rate cap.

¹¹ Sills voluntarily agreed to write off \$1,600 for travel related fees in connection with its November 2023 fee application. *See* Docket No. 773. In addition, Sills and the U.S. Trustee agreed to defer consideration of \$19,831.50 (for time spent on legal research) until this Application. *See* Docket No. 773. In this Application, Sills seeks allowance and payment of the \$19,831.50 deferred fees, which fees Sills believes are reasonable, appropriate, warranted under the facts and circumstances of these chapter 11 cases, and permissible under *In re Pothoven*, 84 B.R. 579 (Bankr. S.D. Iowa 1988).

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery (101)	258.5	\$195,173.50
Asset Disposition (102)	277.1	\$243,354.50
Business Operations (103)	0.6	\$537.00
Case Administration (104)	181.8	\$156,563.00
Claims Administration and Objections (105)	109.6	\$90,264.00
Employee Benefits/Pensions (106)	21.8	\$18,203.00
Fee/Employment Applications (107)	101.7	\$65,769.50
Fee/Employment Objections (108)	22.3	\$18,350.00
Financing (109)	215.3	\$187,027.50
Litigation (Other than Avoidance Action Litigation) (110)	162.0	\$131,539.50
Plan and Disclosure Statement (113)	443.4	\$400,149.00
Relief from Stay Proceedings (114)	23.4	\$20,519.00
Travel (116) (billed at 50%)	33.65	\$34,793.75
Total Fees at Standard Rates	1,851.15	\$1,562,243.25
Total Fees <i>After</i> Application of \$675 Blended Rate Discount to Attorney Fees¹	1,851.15	\$1,249,316.25
Total <i>After</i> Additional Reduction		\$1,247,716.25²

¹ The fees of Sills' attorneys are subject to a \$675 blended hourly rate cap.

² Sills voluntarily agreed to write off \$1,600 for travel related fees in connection with its November 2023 fee application. *See* Docket No. 773. In addition, Sills and the U.S. Trustee agreed to defer consideration of \$19,831.50 (for time spent on legal research) until this Application. *See* Docket No. 773. In this Application, Sills seeks allowance and payment of the \$19,831.50 deferred fees.

EXPENSE SUMMARY

Expense Category	Total Expenses
Travel	\$5,409.97
Lexis-Nexis	\$0.00 ³
Court Reporter Transcript Fees	\$6,083.28
Airfare	\$4,853.78
Taxi/Car Rental/Service	\$327.92
Lodging	\$2,271.08
Meals	\$530.75
Parking	\$243.03
Gas for Rental Car	\$3.44
WIFI (During Flight)	\$16.00
Pacer/Online Research	\$60.50
TOTAL	\$19,799.75⁴

³ The invoices undergirding this Application include expenses for legal research totaling \$1,921.92. However, Sills previously voluntarily agreed to reduce legal research expenses requested in its December 2023 fee application by \$1,185.67. *See* Docket No. 774. In addition, Sills is now voluntarily writing off an additional \$736.25 in legal research expenses.

⁴ The invoices undergirding this Application include expenses totaling \$21,721.67. However, Sills has voluntarily agreed to write off all *expenses* (not fees) relating to legal research.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF IOWA**

In re:

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,

Debtors.

Chapter 11

Case No. 23-00623 (TJC)

(Jointly Administered)

Objections Due: August 23, 2024 at 4:00 p.m.
Hearing Date: *Only if objections are filed*

**FINAL FEE APPLICATION OF SILLS CUMMIS & GROSS P.C.
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD FROM AUGUST 18, 2023 THROUGH JUNE 23, 2024**

Sills Cummis & Gross P.C. (“Sills”) submits the *Final Fee Application of Sills Cummis & Gross P.C. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period From August 18, 2023 Through June 23, 2024* (the “Application”), seeking final allowance of compensation in the amount of \$1,247,716.25¹ and actual and necessary expenses in the amount of \$19,799.75,² for a total allowance of \$1,267,516.00, and payment of the unpaid amount of such fees and expenses for the period from August 18, 2023 through June 23, 2024 (the “Final Period”).

Background

1. On August 7, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

¹ Sills' fees, at its *standard* hourly rates, actually total \$1,562,243.25. However, as noted in Sills' retention application [D.I. 228] (the "Retention Application"), the fees of Sills' attorneys are subject to a \$675 blended hourly rate cap. See Retention Application ¶ 16. Based on such discount, Sills' fees in this application were reduced by \$312,927.00. On top of this discount, Sills voluntarily agreed to write off \$1,600 for travel related fees in connection with its November 2023 fee application. *See* Docket No. 773.

² The invoices undergirding this Application include expenses totaling \$21,721.67. However, Sills has voluntarily agreed not to seek reimbursement of its legal research *expenses* (which expenses totaled \$1,921.92).

2. On August 15, 2023, the U.S. Trustee formed the Committee [Docket. No. 107].
3. On September 14, 2023, the United States Bankruptcy Court for the Northern District of Iowa (the “Court”) entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 224] (the “Compensation Order”).
4. The Committee retained Sills as co-counsel pursuant to this Court’s *Order Granting Application to Retain and Employ Sills Cummis & Gross P.C. as Co-Counsel for the Official Committee of Unsecured Creditors, Effective as of August 18, 2022* [Docket No. 355].
5. On May 14, 2024, the Debtors filed the *Debtors’ First Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 1050] (the “Plan”).
6. On June 7, 2024 the Court entered an Order confirming the Plan [Docket No. 1114].
7. On June 24, 2024 the Debtors filed the *Notice of (I) Entry of Order Confirming Debtors’ First Amended Joint Chapter 11 Plan of Liquidation and (II) Occurrence of Effective Date* [Docket No. 1139].

Compensation Paid and Its Source

8. All services for which compensation is requested were performed for or on behalf of the Committee. During the Final Period, Sills received no payment and no promises for payment from any source other than the Debtors for services to be rendered in any capacity in connection with the matters covered by this Application. There is no agreement or understanding between Sills and any other person, other than with the members, of counsel and associates of the firm, for the sharing of compensation to be received in these cases.

Invoices

9. Invoices including detailed time records for the Final Period, are attached as **Exhibit E**. To the best of Sills' knowledge, this Application reasonably complies with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the *Guidelines for Reviewing Applications for Compensation and Reimbursement for Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective November 1, 2013*, and the Compensation Order.

Statement from Sills

10. Pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, Sills responds to the following questions regarding the Application:

Question	Yes	No	Additional Explanation or Clarification
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.	Yes		Sills discounted its rates by capping its attorney's blended hourly rate at \$675. As a result of such discount, Sills' fees are \$312,927.00 lower than they would be if Sills billed at its <i>standard</i> hourly rates. This represents a discount of more than 20%.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	Yes		Sills was not asked to prepare a budget in connection with these cases.
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?		No	
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?		No	
Does this fee application include time or fees for reviewing time records to redact any privileged or		No	

Question	Yes	No	Additional Explanation or Clarification
other confidential information? If so, please quantify by hours and fees.			
<p>If the fee application includes any rate increases since retention in these Cases:</p> <p>i. Did your client review and approve those rate increases in advance?</p> <p>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?</p>	<p>i. No</p> <p>ii. No</p>		<p>In the ordinary course of its business and consistent with its standard practices, Sills increased the <i>standard</i> hourly rates of certain of its attorneys, effective as of October 1, 2023 (<i>i.e.</i>, the first date of Sills' fiscal year). However, as noted in its retention application, Sills' fees for <i>this</i> matter are subject to a \$675 blended hourly rate cap. In other words, Sills' fees for this matter are subject to a \$675 blended hourly rate cap, notwithstanding any changes to Sills' standard billing rates.</p> <p>The Committee has not agreed to accept all future rate changes.</p>

Summary of Services by Project

A. Asset Analysis and Recovery

Fees: \$195,173.50;* Total Hours: 258.5

This category includes time spent: (a) analyzing the Debtors' assets and potential funding of the Debtors' operating expenses; (b) investigating alleged liens asserted against the Debtors' assets and properties and conducting related research and analysis, including reviewing and analyzing loan documents, indentures, operating agreements and collateral documents; (c) conducting research and analysis in connection with potential claims and causes of action against alleged secured parties; (d) preparing a lien challenge complaint and addressing related matters;

* Before application of \$675 blended rate discount.

and (e) communicating with the Committee's other advisors, the Debtors' professionals, and the bondholder representative's counsel regarding the foregoing and related matters.

B. Asset Disposition

Fees: \$243,354.50;* Total Hours: 277.1

This category includes time spent: (a) analyzing and addressing matters related to the Debtors' proposed bidding procedures and sale motion and drafting a related objection; (b) analyzing the stalking horse bidder's proposed asset purchase agreement; (c) reviewing and analyzing sale/bidding procedure objections filed by third parties; (d) analyzing and addressing auction and sale-related matters; (e) analyzing matters related to the assumption, assignment and rejection of executory contracts and unexpired leases; (f) conducting a lien analysis in connection with the sale process; (g) addressing asset disposition matters, including matters related to the disposition of the Debtors' joint venture interests and various other assets; (h) analyzing a motion seeking to distribute sale proceeds, preparing an objection thereto, and conducting related research; (i) analyzing and addressing post-closing sale matters; and (j) communicating with Debtors' professionals, counsel to the stalking horse bidder, the Committee's financial advisor, the bondholder representative, and the U.S. Trustee regarding the foregoing and related matters.

C. Business Operations

Fees: \$537.00;* Total Hours: 0.6

This category includes time spent: (a) communicating with the Committee's financial advisor regarding cash flow projections and related matters; and (b) reviewing the Debtors' motion to reject certain executory contracts.

D. Case Administration

* Before application of \$675 blended rate discount.

Fees: \$156,563.00;* Total Hours: 181.8

This category includes time spent: (a) attending Committee meetings and preparing updates for the Committee members; (b) preparing for and attending hearings; (c) analyzing pleadings, motions, exhibit and witness lists, and other court filings and addressing matters related to the administrative of the Debtors' chapter 11 cases; (d) responding to creditor queries and addressing pending matters; (e) preparing the Committee's by-laws; (f) preparing the Committee's 1102 motion and addressing matters related to the establishment of a Committee website; and (g) communicating with the Committee members, the Committee's other advisors, Debtors' counsel, the U.S. Trustee, and the bondholder representative's counsel regarding the foregoing and related matters.

E. **Claims Administration and Objections**

Fees: \$90,264.00;* Total Hours: 109.6

This category includes time spent: (a) analyzing pension claims, reviewing pension documents, conducting related research, and drafting a related memorandum; (b) addressing bar date matters; (c) analyzing alleged liens, security interests and secured claims asserted against the Debtors' estates and assets and addressing related matters; (d) addressing settlement matters with the bondholder representative; (e) addressing matters related to Altera's claims, potential objections thereto and the Debtors' motion to compel Altera's performance; (f) analyzing and addressing administrative claim matters; and (g) communicating with the Committee's other advisors, the Debtors' counsel, the Pension Committee, and the bondholder representative's counsel regarding the foregoing and related matters.

* Before application of \$675 blended rate discount.

F. **Employee Benefits/Pensions**

Fees: \$18,203.00;* Total Hours: 21.8

This category includes time spent analyzing, researching, and addressing matters related to pension claims.

G. **Fee/Employment Applications**

Fees: \$65,769.50;* Total Hours: 101.7

This category includes time spent: (a) preparing Sills' retention application; (b) preparing Sills' monthly fee applications; (c) addressing matters related to the Committee's retention of a financial advisor; (d) reviewing the Committee's financial advisor's fee applications; (e) drafting a supplemental declaration in support of Sills' retention application; and (f) communicating with Debtor's counsel, the Committee's other advisors, and the U.S. Trustee regarding the foregoing and other matters.

H. **Fee/Employment Objections**

Fees: \$18,350.00;* Total Hours: 22.3

This category includes time spent: (a) addressing matters related to the retention of the Debtors' professionals and drafting a related objection; (b) reviewing the Debtors' professionals' fee applications and objections filed in response thereto; and (c) communicating with the Debtors' professionals and the U.S. Trustee regarding related matters.

I. **Financing**

Fees: \$187,027.50;* Total Hours: 215.3

This category includes time spent: (a) addressing matters related to the Debtors' cash collateral motion and conducting related research, analysis and negotiations; (b) drafting cash collateral objections and conducting related research and analysis; (c) addressing matters related

* Before application of \$675 blended rate discount.

to the potential use of the Mercy Foundation's funds and conducting related research and analysis; (d) drafting and negotiating settlement term sheets and a motion to approve such settlement and conducting related research and analysis; (e) addressing matters related to the final cash collateral order; (f) attending related hearings; (g) conducting a lien and security interest investigation; (h) analyzing interim distribution matters; and (i) communicating with Debtors' counsel, the Committee members, the Committee's other advisors, and the bondholder representative regarding the foregoing and related matters.

J. Litigation (Other than Avoidance Action Litigation)

Fees: \$131,539.50;* Total Hours: 162.0

This category includes time spent: (a) analyzing and addressing matters related to the bondholder representative's motion to appoint an examiner, including preparing an objection thereto and conducting related research and analysis; (b) drafting and negotiating proposed settlement term sheets regarding Mercy Foundation disputes and conducting related analysis; (c) analyzing and addressing matters related to a motion to appoint a pension committee, including drafting an objection thereto and conducting related research and analysis; (d) preparing an adversary proceeding complaint challenging certain alleged liens and asserting numerous affirmative causes of action and conducting related research and analysis; (e) preparing and analyzing a stipulation and related motion and order seeking to stay the Committee's adversary proceeding; (f) communicating with Debtors' counsel, the Committee members, the Committee's other advisors, and the bondholder representative regarding the foregoing and related matters.

K. Plan and Disclosure Statement

Fees: \$400,149.00;* Total Hours: 443.4

* Before application of \$675 blended rate discount.

This category includes time spent: (a) conducting research, analysis and negotiations regarding the proposed plan, disclosure statement, solicitation procedures motion, plan support agreement, liquidation trust agreement, confirmation order and confirmation brief, including analyzing and researching claim classification, claim treatment, distribution, release, valuation and other matters; (b) drafting a disclosure statement objection and conducting related research and analysis; (c) engaging in settlement discussions with key case constituencies and addressing related matters, including mediation matters and drafting settlement proposals; (d) preparing for and attending related hearings and conferences; (e) addressing post-confirmation matters and conducting related analysis; (f) analyzing and addressing matters related to MercyOne's motion for a stay pending appeal, including a related opposition thereto; and (g) communicating with the Committee members, the Committee's other advisors, Debtors' counsel, the bondholder representatives' counsel and the Pension Committee's counsel regarding the foregoing and related matters.

L. **Relief from Stay Proceedings**

Fees: \$20,519.00;* Total Hours: 23.4

This category includes time spent: (a) conducting research and analysis regarding potential violations of the automatic stay; (b) analyzing stay relief motions; (c) preparing an objection to a motion seeking stay relief; (d) analyzing a motion and proposed order allowing the distribution of sale proceeds; and (e) communicating with the Committee and Debtors' counsel regarding the foregoing and related matters.

M. **Travel (billed at 50%)**

* Before application of \$675 blended rate discount.

Fees: \$34,793.75;*

Total Hours: 33.65

This category includes time spent traveling to and from Cedar Rapids for hearings and court conferences.

Requested Relief

11. By this Application, Sills requests that the Court approve payment of one hundred percent (100%) of its fees and expenses during the Final Period.

12. The professional services and related expenses for which Sills requests final allowance were rendered and incurred in the discharge of Sills' professional responsibilities as attorneys for the Committee. Sills' services have been necessary and beneficial to the Committee, the Debtors' estates, creditors and other parties in interest.

13. It is respectfully submitted that the amount requested by Sills is fair and reasonable given (a) the complexity of the cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, (e) the costs of comparable services other than in a case under the Bankruptcy Code, and (f) the significant discount that effectuated by virtue of Sill's \$675 blended rate discount.

WHEREFORE, Sills respectfully requests that the Court enter an order granting a final allowance to Sills for the Final Period in the sum of \$1,247,716.25¹⁰ in fees and actual and necessary expenses in the amount of \$19,799.75, for a total of \$1,267,516.00; that the Debtors be authorized and directed to pay to Sills the outstanding amount of such sums; and for such additional relief as is appropriate.

* Before application of \$675 blended rate discount.

¹⁰ Included in this sum is \$19,831.50 in legal fees Sills incurred conducting legal research, which fees Sills and the U.S. Trustee previously agreed to defer consideration of until this Application. See Docket No. 773. By this Application, Sills now seeks allowance and payment of the \$19,831.50 deferred fees, which fees Sills believes are reasonable, appropriate, warranted under the facts and circumstances of these chapter 11 cases, and permissible under *In re Pothoven*, 84 B.R. 579 (Bankr. S.D. Iowa 1988).

Dated: August 2, 2024
Cedar Rapids, Iowa

Respectfully submitted,

/s/ Andrew H. Sherman

Andrew H. Sherman, NJS Bar No. 042731991

(admitted *pro hac vice*)

Boris I. Mankovetskiy, NJS Bar No. 012862001

(admitted *pro hac vice*)

SILLS CUMMIS & GROSS, P.C.

One Riverfront Plaza

Newark, New Jersey 07102

Telephone: 973-643-7000

Facsimile: 973-643-6500

E-mail: asherman@sillscummis.com

bmandkovetskiy@sillscummis.com

-and-

/s/ Robert C. Gainer

Robert C. Gainer IS9998471

CUTLER LAW FIRM, P.C.

1307 50th Street

West Des Moines, Iowa 50266

Telephone: 515-223-6600

Facsimile: 515-223-6787

E-mail: rgainer@cutlerfirm.com

*Attorneys for The Official Committee of Unsecured
Creditors of Mercy Hospital, Iowa City, Iowa, et al.*

EXHIBIT A
CUSTOMARY AND COMPARABLE COMPENSATION
DISCLOSURES WITH FEE APPLICATIONS

Category of Timekeeper	Blended Hourly Rate	
	Billed Firm-wide in 2023 (Excluding Restructuring Matters)	Billed in Connection with This Application
Senior Member	\$752	\$941.71
Junior Member	\$618	\$695.00
Of Counsel	\$596	\$807.97
Senior Associate	\$478	N/A
Junior Associate	\$375	\$432.98
Paralegal	\$275	\$325.00
Blended Rate (<i>before</i> application of \$675 blended rate discount to attorney fees)	\$600.05	\$843.93
Blended Rate for Attorneys <i>After</i> Application of \$675 Blended Rate Discount to Attorney Fees¹		\$675.00

¹ As noted in its Retention Application, the fees of Sills' attorneys are subject to a \$675 blended hourly rate cap. See Retention Application ¶ 16.

EXHIBIT B

SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION

Name	Title	Department	Date of First Admission (if applicable)	Fees Billed in This Application	Hours Billed in This Application	Hourly Rate Billed	Number of Rate Increases Since Case Inception
Andrew H. Sherman	Member	Bankruptcy	1991	\$272,508.75	258.65	\$995-\$1075	1
Boris Mankovetskiy	Member	Bankruptcy	2001	\$610,780.00	667.0	\$875-\$925	1
S. Jason Teele	Member	Bankruptcy	2001	\$158,478.00	180.6	\$850-\$895	1
Matthew Holden	Member	Corporate	2006	\$16,263.00	23.4	\$695	0
Jeffrey Kramer	Of Counsel	Bankruptcy	1995	\$751.50	0.9	\$835	0
Michael Savetsky	Of Counsel	Bankruptcy	2005	\$323,115.00	389.8	\$795-\$835	1
Gregory A. Kopacz	Of Counsel	Bankruptcy	2010	\$81,777.50	107.9	\$725-\$775	1
Jeffrey Wendler	Of Counsel	Real Estate	1989	\$7,794.50	13.1	\$595	0
Oleh Matviyishyn	Associate	Bankruptcy	2022	\$90,580.00	209.2	\$425-\$475 ¹	0
Anna L. Irvin	Library Director	Library	N/A	\$195.00	0.6	\$325	0
Grand Total at Standard Rates				\$1,562,243.25	1,851.15		
Total After Applying \$675 Blended Rate Discount				\$1,249,316.25	1,851.15		
Total After Additional Reduction				\$1,247,716.25²			

¹ The Debtors were incorrectly charged an hourly rate of \$475 for Oleh Matviyishyn for the months of September 2023 and October 2023. However, this had no impact on fees charged due to the blended hourly rate cap.

² Sills voluntarily agreed to write off \$1,600 for travel related fees in connection with its November 2023 fee application. See Docket No. 773.

EXHIBIT C-1

BUDGET

If the parties consent or the court so directs, a budget approved by the client in advance should generally be attached to each interim and final fee application filed by the applicant. If the fees sought in the fee application vary by more than 10% from the budget, the fee application should explain the variance.¹ *See* Guidelines ¶ C.8. for project category information.

¹ Sills has not been asked to prepare a formal budget.

EXHIBIT C-2

STAFFING PLAN¹

If the parties consent or the court so directs, a staffing plan approved by the client in advance should generally be attached to each interim and final fee application filed by the applicant. If the fees are sought in the fee application for a greater number of professionals than identified in the staffing plan, the fee application should explain the variance.

CATEGORY OF TIMEKEEPER ¹ (using categories maintained by the firm)	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Member	4	\$936.60
Of Counsel	4	\$807.97
Associate	1	\$432.98
Paralegal	1	\$325.00
¹ As an alternative, firms can identify attorney timekeepers by years of experience rather than category of attorney timekeeper: 0-3, 4-7, 8-14, and 15+. Non-attorney timekeepers, such as paralegals, should be identified by category.		

¹ Due to the timing of its preparation, the Staffing Plan for the period of time covered by the Application was prepared with the benefit of actual data.

EXHIBIT D-1

SUMMARY OF COMPENSATION REQUESTED BY PROJECT CATEGORY

PROJECT CATEGORY	HOURS BUDGETED	FEES BUDGETED	HOURS BILLED	FEES SOUGHT
Asset Analysis and Recovery (101)			258.5	\$195,173.50
Asset Disposition (102)			277.1	\$243,354.50
Business Operations (103)			0.6	\$537.00
Case Administration (104)			181.8	\$156,563.00
Claims Administration and Objections (105)			109.6	\$90,264.00
Employee Benefits/Pensions (106)			21.8	\$18,203.00
Fee/Employment Applications (107)			101.7	\$65,769.50
Fee/Employment Objections (108)			22.3	\$18,350.00
Financing (109)			215.3	\$187,027.50
Litigation (Other than Avoidance Action Litigation) (110)			162.0	\$131,539.50
Plan and Disclosure Statement (113)			443.4	\$400,149.00
Relief from Stay Proceedings (114)			23.4	\$20,519.00
Travel (billed at 50%) (116)			33.65	\$34,793.75
Total at Standard Rates			1,851.15	\$1,562,243.25
Total After Application of \$675 Attorney Blended Rate Discount¹			1,851.15	\$1,249,316.25
Total After Additional Reduction				\$1,247,716.25²

¹ As noted in its Retention Application, the fees of Sills' attorneys are subject to a \$675 blended hourly rate cap. See Retention Application ¶ 16. Sills' paraprofessionals are billed at their standard hourly rate.

² Sills voluntarily agreed to write off \$1,600 for travel related fees in connection with its November 2023 fee application. See Docket No. 773.

EXHIBIT E

MONTHLY TIME RECORDS

Sills Cummis & Gross
A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

October 4, 2023
Client/Matter No. 08650147.000001
Invoice: 2048443
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through August 31, 2023

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
08/21/23	BM	101	Analysis regarding potential funding of Debtors' operating expenses by the Foundation.	0.70	
08/21/23	BM	101	Analysis regarding valuation of Debtors' assets.	0.80	
TASK TOTAL 101				1.50	\$1,312.50
102 – ASSET DISPOSITION					
08/21/23	BM	102	Analysis and revisions of proposed bidding procedures.	1.70	
08/21/23	BM	102	Analysis regarding sale motion, proposed stalking horse APA, and proposed bidding procedures.	2.80	
08/23/23	BM	102	Call with UI's counsel regarding proposed sale timeline.	0.30	
08/23/23	GAK	102	Update bidding procedures motion to address comment of committee representative.	0.10	

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				HOURS	AMOUNT
08/23/23	GAK	102	Review bidding procedures/sale motion.	0.90	
08/23/23	GAK	102	Draft motion and proposed order extending deadline to object to sale/bidding procedures motion.	1.20	
08/25/23	GAK	102	Review UST's bidding procedures objection.	0.10	
08/25/23	GAK	102	Review master trustee's motion to continue hearing on bidding procedures.	0.20	
08/28/23	GAK	102	Analysis of proposed bidding procedures.	0.90	
08/29/23	GAK	102	Review order continuing hearing on Bidding Procedures Motion and objection deadline and emails to A. Sherman regarding same.	0.10	
08/31/23	MS	102	Review APA re: treatment of receivables shown in budget for post-sale period.	0.20	
TASK TOTAL 102				8.50	\$6,896.50

104 – CASE ADMINISTRATION

08/18/23	BM	104	Attend initial Committee call.	0.40	
08/18/23	BM	104	Analysis regarding case background and initial workflows.	1.30	
08/18/23	AHS	104	Initial call with Committee chair re: background issues and next steps.	0.40	
08/18/23	AHS	104	Review of pleadings re: background and next steps based on Committee issues.	0.90	
08/19/23	BM	104	Initial call with Preston Hollow's counsel.	0.50	

Creditors' Committee

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				HOURS	AMOUNT
08/19/23	BM	104	Initial call with Debtors' counsel.	0.60	
08/19/23	BM	104	Prepare Committee By-Laws.	1.10	
08/19/23	BM	104	Attend Committee meeting.	0.60	
08/19/23	AHS	104	Emails and initial call with Debtors' counsel re: case background and initial deadlines - sale motion and examiner motion.	0.60	
08/19/23	AHS	104	Calls and emails re: hiring of Iowa counsel.	0.40	
08/19/23	AHS	104	Call with counsel for Preston Hollow re: case background, examiner motion and bid procedures issues.	0.50	
08/19/23	AHS	104	Initial review of draft by-laws and attend initial committee meeting re: initial strategy and next steps.	0.80	
08/20/23	AHS	104	Email to Committee re: by-laws, financial advisor interviews.	0.40	
08/21/23	BM	104	Analysis regarding first day motions and interim orders.	2.90	
08/21/23	BM	104	Call with US Trustee's office regarding case status.	0.30	
08/21/23	BM	104	Attend Committee meeting.	1.60	
08/21/23	BM	104	Analysis regarding Debtors' initial exhibit and witness list for 8/31 hearing.	0.40	
08/21/23	AHS	104	Interview financial advisors and follow up with FTI re: work stream and action items.	2.20	
08/21/23	AHS	104	Email and call with UST re: case background.	0.30	
08/21/23	AHS	104	Emails with counsel for Debtors re: financial advisors, next call, bid procedures.	0.30	

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				HOURS	AMOUNT
08/21/23	AHS	104	Further review of initial case pleadings and motions re: background issues in light of current calls.	1.30	
08/22/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.50	
08/22/23	BM	104	Prepare an update for Committee.	0.60	
08/22/23	BM	104	Analysis regarding motion to appoint an examiner.	1.30	
08/22/23	BM	104	Draft and edit motion to continue hearing on examiner motion.	0.90	
08/23/23	BM	104	Call with FTI regarding workflows.	0.40	
08/23/23	AHS	104	Emails with counsel for Debtors re: continuance issues.	0.30	
08/23/23	AHS	104	Call with FTI re: diligence requests, work flow and required analysis.	0.50	
08/23/23	AHS	104	Emails with Committee members re: case status and next steps.	0.80	
08/23/23	AHS	104	Review of draft motions to continue hearing for bid procedures and examiner.	0.40	
08/23/23	GAK	104	Review comments of S. Carrol to examiner extension motion and update motion and proposed order accordingly.	0.30	
08/23/23	GAK	104	Emails from A. Sherman and local counsel regarding motion to adjourn examiner motion, pending case matters, and the local rules.	0.10	
08/23/23	GAK	104	Update examiner adjournment motion and order to incorporate comments of local counsel.	0.30	

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				HOURS	AMOUNT
08/23/23	GAK	104	Communications with A. Sherman/MWE regarding liquidity and upcoming call.	0.10	
08/23/23	GAK	104	Review email to Committee regarding updates on pertinent case matters.	0.10	
08/24/23	AHS	104	Call with counsel for Debtors re: retention issues, sale process and discovery issues.	0.50	
08/24/23	AHS	104	Call with counsel for Preston Hollow re: examiner motion, sale procedures, discovery issues.	0.40	
08/24/23	AHS	104	Call with FTI and committee member re: work flow, case background and next steps, including preparing for call with Debtors' professional team.	0.80	
08/24/23	AHS	104	Call from counsel to creditor re: case status.	0.20	
08/24/23	AHS	104	Call with Debtors' professional team re: case background, foundation, sale process issues.	0.90	
08/24/23	AHS	104	Follow up with FTI after call with Debtors' professional team re: next steps.	0.30	
08/25/23	AHS	104	Prepare for and attend hearing re: motion to continue and follow up re: same.	0.80	
08/25/23	AHS	104	Call with Preston Hollow and counsel re: case background.	1.00	
08/25/23	JT	104	Appear in Court.	0.50	
08/25/23	GAK	104	Review first day declaration.	0.40	
08/25/23	MS	104	Review first day declaration re: case background and use of cash collateral.	0.80	

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				HOURS	AMOUNT
08/25/23	MS	104	Review e-mails with Committee re: bidding procedures motion and foundation funds.	0.20	
08/28/23	GAK	104	Calls with A. Sherman regarding examiner response, bidding procedures response and other pending matters.	0.20	
08/29/23	AHS	104	Call with Debtors' counsel re: retention issues and discussion re: cash collateral.	0.60	
08/29/23	GAK	104	Draft emails to A. Sherman regarding key upcoming deadlines.	0.10	
08/29/23	GAK	104	Review order continuing hearing on examiner motion and related deadlines and emails to A. Sherman regarding same.	0.10	
08/29/23	GAK	104	Email from local counsel regarding next steps/deadlines.	0.10	
08/29/23	GAK	104	Call with MWE and A. Sherman regarding pending matters, negotiations and next steps.	0.60	
08/29/23	MS	104	Confer with A. Sherman, J. Teele and G. Kopacz re: objections to cash collateral, bid procedures, and examiner motions.	0.30	
08/30/23	AHS	104	Call with committee member re: current status.	0.30	
08/31/23	AHS	104	Call with counsel for Preston Hollow re: foundation, financing, sale and retention issues.	0.50	

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				HOURS	AMOUNT
08/31/23	AHS	104	Call with Debtors' counsel re: retention, sale, foundation and scheduling issues.	0.50	
08/31/23	AHS	104	Email to Committee re: status updates.	0.50	
08/31/23	GAK	104	Work on proposed update to Committee.	0.50	
TASK TOTAL 104				<u>35.50</u>	<u>\$32,599.00</u>
105 – CLAIMS ADMINISTRATION AND OBJECTIONS					
08/29/23	GAK	105	Review notification to establish bar dates and emails to A. Sherman and Sills team regarding same.	0.10	
TASK TOTAL 105				<u>0.10</u>	<u>\$72.50</u>
107 – FEE/EMPLOYMENT APPLICATIONS					
08/21/23	BM	107	Analysis of issues regarding Committee's retention of financial advisor.	0.70	
08/24/23	GAK	107	Work on retention application.	0.40	
08/25/23	GAK	107	Review results of additional conflict search for retention application.	0.20	
08/28/23	GAK	107	Analysis of conflict results.	0.20	
08/29/23	AHS	107	Call and emails with UST re: retention issues.	0.30	
TASK TOTAL 107				<u>1.80</u>	<u>\$1,491.00</u>

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				HOURS	AMOUNT
108 – FEE/EMPLOYMENT OBJECTIONS					
08/25/23	GAK	108	Review Debtors' professionals' proposed retention orders and proposed interim compensation procedures order.	0.40	
08/29/23	GAK	108	Analysis of H2C retention.	0.70	
08/29/23	GAK	108	Call with UST regarding Debtor retention matters.	0.20	
08/29/23	GAK	108	Research regarding MWE retention.	1.50	
08/30/23	GAK	108	Draft email to A. Sherman regarding success fees/compensation for proposed Debtor professionals.	0.40	
08/30/23	GAK	108	Analysis of ToneyKorf Retention application.	0.80	
TASK TOTAL 108				4.00	\$2,900.00
109 – FINANCING					
08/21/23	BM	109	Analysis of correspondence between Debtors and bondholder representatives regarding notices of default.	0.70	
08/23/23	AHS	109	Review of Preston Hollow objection to use of cash collateral.	0.40	
08/23/23	AHS	109	Call with counsel for Preston re: objection to use of cash collateral.	0.40	
08/23/23	AHS	109	Analysis re: documents regarding use of cash collateral and foundation documents.	1.10	
08/24/23	MH	109	Review Foundation By-laws and Articles of Incorporation.	2.50	

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				HOURS	AMOUNT
08/24/23	MH	109	Draft memorandum re: whether express restrictions exist prohibiting Foundation from funding the operations of the Hospital.	5.50	
08/24/23	AHS	109	Review and analysis of foundation documents and cash collateral issues.	0.60	
08/24/23	JT	109	Review Foundation's Form 990 and associated documents.	0.80	
08/24/23	GAK	109	Review memo analyzing funding for operations and related matters.	0.20	
08/25/23	MS	109	Call with A. Sherman re: financing issues and foundation funds.	0.20	
08/25/23	MS	109	Review Committee's motion to adjourn the hearing on the examiner motion.	0.20	
08/25/23	MS	109	Call with A. Sherman re: research re: use of foundation funds.	0.10	
08/25/23	MS	109	E-mails with A. Sherman re: research re: use of foundation funds.	0.10	
08/25/23	MS	109	Research re: use of foundation funds.	1.60	
08/25/23	MS	109	Review internal memorandum re: foundation funding restrictions.	0.70	
08/28/23	MS	109	Draft e-mail to G. Kopacz re: cash collateral issues and other actions items.	0.10	
08/28/23	MS	109	Call with A. Sherman re: cash collateral issues.	0.20	
08/29/23	AHS	109	Analysis re: cash collateral issues and foundation issues.	0.80	

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				HOURS	AMOUNT
08/29/23	MS	109	Review motion to approve use of cash collateral, Master Trustee's objection to use of cash collateral, and interim order authorizing use of cash collateral as compared with original proposed order.	1.80	
08/29/23	MS	109	Review interim cash collateral budget and revised interim cash collateral budget approved by court.	0.30	
08/30/23	AHS	109	Research re: foundation issues, review of case law re: same.	0.80	
08/30/23	AHS	109	Call with counsel for Preston Hollow re: financing, sale issues and examiner issues.	0.50	
08/30/23	MS	109	Conduct legal research re: objection to final cash collateral order.	2.20	
08/30/23	MS	109	Draft objection to final cash collateral order and cross-motion.	3.10	
08/30/23	MS	109	Review memo re: Foundation organization documents and review Foundation organization documents re: potential funding.	0.50	
08/31/23	AHS	109	Call with counsel for Preston Hollow and Foundation re: discovery and funding issues.	0.40	
08/31/23	AHS	109	Review of documents and research re: foundation issues.	0.70	
08/31/23	JT	109	Review cash collateral motion.	0.80	
08/31/23	GAK	109	Review email from M. Savetsky regarding Foundation/Cash Collateral.	0.10	
08/31/23	GAK	109	Emails with FTI, M. Savetsky, A. Sherman and J. Teele regarding Foundation/cash position.	0.10	

Creditors' Committee

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				HOURS	AMOUNT
08/31/23	GAK	109	Review draft cash collateral objection and communications with M. Savetsky and J. Teele regarding same.	0.30	
08/31/23	MS	109	Review research memo from R. Gainer re: objection to final cash collateral order.	0.20	
08/31/23	MS	109	Conduct additional research re: objection to final cash collateral order.	0.80	
08/31/23	MS	109	Review Mercy Hospital's SOFA and Foundation Form 990 filings and 2022 report to donors re: objection to final cash collateral order.	0.80	
08/31/23	MS	109	Draft objection to final cash collateral order and cross-motion for an order to show cause.	4.80	
08/31/23	MS	109	E-mails with A. Sherman and J. Teele re: objection to final cash collateral order.	0.20	
08/31/23	MS	109	E-mails with A. Sherman and J. Teele re: research on objection to final cash collateral order.	0.20	
TASK TOTAL 109				34.80	\$28,101.00

110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

08/22/23	BM	110	Analysis regarding bondholder representatives' discovery to the Debtors and Committee's participation in same.	1.20	
08/25/23	JT	110	Begin reviewing document production.	0.80	

Creditors' Committee

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				HOURS	AMOUNT
08/25/23	GAK	110	Communications with A. Sherman and M. Savetsky regarding examiner motion and research on same.	0.20	
08/25/23	GAK	110	Review and analyze motion to appoint examiner.	0.60	
08/29/23	GAK	110	Begin drafting objection to examiner motion.	0.70	
08/29/23	GAK	110	Meet with A. Sherman, J. Teele and M. Savetsky regarding litigation strategy and next steps.	0.30	
08/30/23	GAK	110	Begin drafting objection to examiner motion.	2.80	
08/30/23	GAK	110	Research and analysis for objection to examiner motion.	1.90	
08/31/23	AHS	110	Email to Debtors' counsel and Preston Hollow re: scheduling and discovery issues.	0.40	
08/31/23	JT	110	Continue review of discovery materials.	1.60	
08/31/23	GAK	110	Drafting objection to examiner motion.	2.80	
08/31/23	GAK	110	Communications with J. Teele regarding examiner objection.	0.20	
TASK TOTAL 110				13.50	\$10,375.50
TOTAL FEES at Standard Rates				99.70	\$83,748.00
Attorney Fees at Blended Rate of \$675				99.70	\$67,297.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				99.70	\$67,297.50

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TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.50	\$1,312.50
102	Asset Disposition	8.50	\$6,896.50
104	Case Administration	35.50	\$32,599.00
105	Claims Administration and Objections	0.10	\$72.50
107	Fee/Employment Applications	1.80	\$1,491.00
108	Fee/Employment Objections	4.00	\$2,900.00
109	Financing	34.80	\$28,101.00
110	Litigation (Other than Avoidance Action Litigation)	13.50	\$10,375.50
TOTAL FEES at Standard Rates		99.70	\$83,748.00
Attorney Fees at Blended Rate of \$675		99.70	\$67,297.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		99.70	\$67,297.50

Andrew H. Sherman	23.80	x	\$995.00	=	\$23,681.00
Boris Mankovetskiy	22.30	x	\$875.00	=	\$19,512.50
Jason Teele	4.50	x	\$850.00	=	\$3,825.00
Matthew Holden	8.00	x	\$695.00	=	\$5,560.00
Michael Savetsky	19.60	x	\$795.00	=	\$15,582.00
Gregory A. Kopacz	21.50	x	\$725.00	=	\$15,587.50

DISBURSEMENT DETAIL

08/24/23	358	Pacer	\$1.40
08/24/23	358	Pacer	\$1.30
08/24/23	358	Pacer	\$0.50
08/24/23	358	Pacer	\$3.00
08/24/23	358	Pacer	\$0.30
08/29/23	379	Lexis-Nexis	\$611.18
08/29/23	379	Lexis-Nexis	\$17.69
TOTAL DISBURSEMENTS			\$635.37

Creditors' Committee

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INVOICE SUMMARY	
Total Fees	\$67,297.50
Total Disbursements	\$635.37
TOTAL THIS INVOICE	\$67,932.87*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$83,748.00**) and fees at *Blended Rate* of \$675 (**\$67,297.50**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

October 31, 2023
Client/Matter No. 08650147.000001
Invoice: 2048444
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through September 30, 2023

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
09/28/23	BM	101	Analysis of issues regarding Foundation audit.	0.60	
09/28/23	BM	101	Analysis regarding Debtors' JV interests.	0.80	
09/29/23	BM	101	Analysis regarding Foundation's balance sheet.	0.40	
TASK TOTAL 101				1.80	\$1,575.00
102 – ASSET DISPOSITION					
09/01/23	BM	102	Analysis regarding response to bidding procedures and sale motion.	1.10	
09/01/23	JT	102	Review sale documents.	0.70	
09/01/23	GAK	102	Analysis of prior offer to purchase hospital.	0.20	
09/04/23	BM	102	Analysis regarding revisions of proposed bidding procedures.	0.90	
09/04/23	JT	102	E-mail from N. Ganti regarding bid procedures.	0.30	
09/04/23	JT	102	Review and revise markup of bid procedures.	0.60	

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				HOURS	AMOUNT
09/06/23	BM	102	Analysis regarding proposed bidding procedures.	1.10	
09/06/23	BM	102	Analysis regarding stalking horse APA.	1.20	
09/06/23	BM	102	Analysis regarding limited objection to proposed bidding procedures and UI APA.	1.30	
09/06/23	BM	102	Comment on Debtors' proposed revised bidding procedures.	0.70	
09/06/23	JT	102	Review and revise comments to stalking horse APA.	0.70	
09/06/23	JT	102	Review updated bid procedures.	0.50	
09/06/23	MS	102	Confer with J. Teele re: bid procedures objection.	0.20	
09/06/23	MS	102	Confer with B. Mankovetskiy re: bid procedures objection.	0.10	
09/06/23	MS	102	Call with B. Mankovetskiy re: bid procedures objection.	0.10	
09/06/23	MS	102	Review bidding procedures motion.	1.20	
09/06/23	MS	102	Review Committee comments to proposed bidding procedures and Debtors' revised proposed bidding procedures.	0.50	
09/06/23	MS	102	Draft further revisions to proposed bidding procedures.	0.30	
09/06/23	MS	102	Draft limited objection to bidding procedures motion.	2.10	
09/07/23	BM	102	Analysis regarding potential resolution of bidding procedures objections.	0.80	
09/07/23	BM	102	Correspondence with Debtors' counsel regarding sale issues.	0.40	
09/07/23	BM	102	Analysis regarding objection to bidding procedures and stalking horse APA.	1.10	

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				HOURS	AMOUNT
09/07/23	BM	102	Analysis and revisions of proposed bidding procedures.	1.20	
09/07/23	BM	102	Call with UI's counsel regarding bidding procedures and stalking horse APA.	0.40	
09/07/23	BM	102	Call with Debtors' counsel regarding bidding procedures.	0.30	
09/07/23	AHS	102	Negotiate bid protection issues with counsel for purchaser and counsel for debtors.	0.40	
09/07/23	AHS	102	Attend deposition of C.R. Bayman, H2C representative.	3.80	
09/07/23	JT	102	Attend R. Bayman deposition.	4.20	
09/07/23	JT	102	Review further revised bid procedures.	0.50	
09/07/23	JT	102	E-mail from J. Knapp regarding bid procedures.	0.30	
09/07/23	MS	102	Review and further revise draft bidding procedures order re: settlement discussions, draft further revisions to same.	0.60	
09/07/23	MS	102	Conduct legal research re: limited objection to bidding procedures motion.	0.80	
09/07/23	MS	102	Draft limited objection to bidding procedures motion.	2.10	
09/07/23	MS	102	Revise markup of proposed revised bidding procedures.	0.40	
09/07/23	MS	102	Call with B. Mankovetskiy re: markup of proposed revised bidding procedures.	0.20	
09/08/23	BM	102	Analysis regarding revised bidding procedures.	0.90	
09/08/23	BM	102	Analysis and revisions of proposed form of order approving bid procedures and stalking horse APA.	0.70	
09/08/23	BM	102	Analysis regarding sale process.	0.30	

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				HOURS	AMOUNT
09/08/23	AHS	102	Call with UST re: bidding procedures, sale issues and objections to retention applications.	0.30	
09/08/23	JT	102	E-mail from N. Ganti regarding sale process.	0.30	
09/08/23	JT	102	E-mail from A. Sherman regarding bid procedures.	0.20	
09/11/23	MS	102	Review proposed bidding procedures order and bidding procedures as filed with the Court.	0.40	
09/13/23	MS	102	Review revised proposed bidding procedures order.	0.20	
09/15/23	BM	102	Analysis of issues regarding sale process.	0.80	
09/20/23	GAK	102	Analysis of Bidding Procedures and related matters.	0.40	
09/21/23	JT	102	E-mail from N. Ganti regarding sale process.	0.30	
09/21/23	MS	102	Review sale process updates from N. Ganti.	0.20	
09/28/23	BM	102	Analysis regarding sale process issues.	0.90	
09/29/23	AHS	102	Call re: potential credit bid by Preston Hollow and diligence regarding enforceability of security interests.	0.70	
TASK TOTAL 102				<u>37.90</u>	<u>\$32,729.50</u>

104 – CASE ADMINISTRATION

09/01/23	JT	104	E-mail to Debtor's counsel regarding schedule of hearings and objection deadlines.	0.30
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				HOURS	AMOUNT
09/01/23	MS	104	Call with D. Simon, F. Perlman, N. Coco, K. Walsh, A. Sherman and J. Teele re: negotiations on bid procedures, retention issues, cash collateral, and scheduling of various pending motions.	0.60	
09/04/23	AHS	104	Review of updated notice of appointment and emails re: same.	0.20	
09/04/23	JT	104	Telephone conference with Lender's counsel regarding pending motions.	0.60	
09/05/23	BM	104	Attend to issues regarding continuance of the pending hearings.	0.40	
09/05/23	JT	104	Review Foundation 990.	0.40	
09/05/23	JT	104	Research regarding Mercy Foundation.	0.90	
09/05/23	MS	104	Draft e-mail to Committee re: limited objection to ToneyKorf retention application and objection to final cash collateral order.	0.10	
09/06/23	BM	104	Call with Preston Hollow's counsel regarding pending matters.	0.80	
09/06/23	BM	104	Attend Committee meeting.	0.70	
09/06/23	AHS	104	Attend creditor's committee meeting.	1.00	
09/06/23	AHS	104	Listen to certain portions of 341 meeting and follow up with questions to be asked.	0.60	
09/06/23	JT	104	Attend 341 Meeting.	1.20	
09/06/23	JT	104	Attend telephonic committee meeting.	0.40	

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				HOURS	AMOUNT
09/06/23	GAK	104	Review notification adjourning hearing on examiner motion and emails to team regarding same	0.20	
09/07/23	BM	104	Prepare an update for Committee.	0.50	
09/07/23	AHS	104	Email to Committee re: bidding, foundation, cash collateral.	0.30	
09/07/23	MS	104	Draft e-mail to Committee re: update on negotiations on bidding procedures motion and statement in response to McDermott retention application.	0.40	
09/08/23	BM	104	Call with bondholders' counsel regarding pending matters.	0.50	
09/08/23	AHS	104	Revise and finalize objections to ToneyKorf retention and cash collateral/objection cross motion, emails with Iowa counsel, review of comments and have pleadings filed.	0.60	
09/08/23	AHS	104	Emails with counsel for Foundation re: discovery issues, call with counsel for Preston Hollow re: discovery and foundation issues, follow up emails re: discovery and foundation issues.	0.60	
09/11/23	BM	104	Analysis regarding proposed orders regarding employee wages and benefits, utilities, and compensation procedures.	0.80	
09/11/23	JT	104	Review docket for Thursday's hearing.	0.30	
09/11/23	GAK	104	Preparations for September 13 hearing.	0.20	

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				HOURS	AMOUNT
09/11/23	MS	104	Review revised proposed utilities, wages and interim compensation orders and order continuing hearing on cash collateral.	0.30	
09/12/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.50	
09/12/23	BM	104	Call with bondholders representative regarding pending matters.	0.40	
09/12/23	AHS	104	Review of pleadings in advance of hearing and prepare for hearing.	0.60	
09/13/23	BM	104	Analysis regarding potential settlement of funding issues with Foundation, Debtors and Preston Hollow.	0.90	
09/13/23	BM	104	Analysis regarding post-hearing proposed forms of final orders on first day motions and resolved professional employment applications.	0.70	
09/13/23	BM	104	Analysis of ombudsman's report.	0.30	
09/13/23	BM	104	Call with Preston Hollow's counsel regarding pending matters.	0.40	
09/13/23	AHS	104	Attend meetings with Debtors' counsel, counsel for bondholders and counsel for foundation re: funding issues, examiner, cash collateral.	3.50	
09/13/23	AHS	104	Calls with counsel for bondholders re: potential settlement of foundation issues.	0.30	
09/13/23	AHS	104	Follow up with parties (including creditors) after hearing.	0.40	

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				HOURS	AMOUNT
09/13/23	AHS	104	Prepare for and attend hearing re: retention issues, bidding procedures and status.	1.80	
09/14/23	BM	104	Prepare an update for Committee.	0.60	
09/15/23	BM	104	Call with Debtors' and Foundation's counsel regarding pending matters.	0.70	
09/15/23	BM	104	Call with counsel to Preston Hollow, Foundation and Debtors regarding potential global settlement.	0.40	
09/15/23	BM	104	Prepare an update for Committee.	0.70	
09/15/23	AHS	104	Telephonic court appearance re: cash collateral and scheduling issues.	0.60	
09/15/23	JT	104	E-mail from N. Coco regarding term sheet.	0.20	
09/18/23	BM	104	Call with bondholder representative's counsel regarding pending matters.	0.40	
09/18/23	JT	104	Telephone conference with Lender's counsel regarding foundation issues.	0.50	
09/19/23	JT	104	Research regarding foundation issues.	1.20	
09/19/23	GAK	104	Call and emails with O. Matviyishyn regarding work flow, next steps, upcoming hearings/deadlines.	0.20	
09/19/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	1.20	
09/20/23	BM	104	Prepare an update for Committee.	0.60	

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				HOURS	AMOUNT
09/20/23	AHS	104	Prepare for and attend telephonic hearing re: ToneyKorf retention and scheduling issues.	1.10	
09/20/23	AHS	104	Prepare for and attend hearing ToneyKorf retention issues and review of form of order.	0.70	
09/21/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.50	
09/21/23	BM	104	Prepare update for Committee.	0.60	
09/22/23	MH	104	Email to A. Sherman re: revised By-Laws Article I Section 3(b) and Article IV.	0.50	
09/22/23	AHS	104	Review and revise letter to counsel for Debtors re: foundation's attempt to amend by-laws.	0.80	
09/22/23	AHS	104	Various calls with counsel for Preston Hollow and counsel for Debtors re: foundation's attempt to amend by-laws.	1.10	
09/22/23	AHS	104	Review of foundation amended by-laws, original by-laws and research into whether amendment is effective.	1.20	
09/22/23	JT	104	Review Foundation by-laws and amended by-laws.	0.80	
09/22/23	JT	104	Telephone conference with A. Sherman and B. Mankovetskiy regarding Foundation by-laws.	0.30	
09/23/23	AHS	104	Call with Debtors' counsel re: foundation issues and review of letter from M. Toney to Foundation.	0.70	
09/24/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.40	
09/25/23	AHS	104	Email to Committee re: foundation issues and case status.	0.30	

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				HOURS	AMOUNT
09/26/23	BM	104	Call with bondholders' counsel regarding pending matters.	0.70	
09/27/23	BM	104	Call with Debtors' and bondholders' counsel regarding pending matters.	0.70	
09/28/23	BM	104	Prepare an update for Committee.	0.60	
09/28/23	BM	104	Respond to creditors' inquiries regarding case status.	0.40	
09/28/23	AHS	104	Emails to committee re: sale process, foundation issues and term sheet.	0.70	
09/28/23	AHS	104	Review and revise term sheet re: foundation issues.	0.80	
09/28/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.20	
09/29/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.70	
09/29/23	AHS	104	Review of drafts of term sheet.	0.40	
TASK TOTAL 104				44.20	\$39,841.50

105 – CLAIMS ADMINISTRATION AND OBJECTIONS

09/04/23	JT	105	E-mail from A. Sherman regarding Pension issues.	0.20	
09/12/23	BM	105	Analysis regarding pensioners' claims and pension plan status.	0.90	
09/21/23	MS	105	Confer with B. Mankovetskiy re: email to Committee re: bar date.	0.10	
09/21/23	MS	105	Review docket re: bar date order and review Epiq website instructions and proof of claim form for Committee update.	0.30	
09/21/23	MS	105	Draft e-mail to Committee re: bar date for proofs of claim and instructions re: same.	0.40	

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				HOURS	AMOUNT
09/25/23	BM	105	Analysis of pension plan documents and potential claims.	1.60	
09/26/23	MH	105	Call from J. Teele, Esq. re: pension and liabilities.	0.30	
09/26/23	MH	105	Review Pension Plan documents.	2.00	
09/26/23	MH	105	Begin drafting email memo to regarding Pension Plan documents.	1.90	
09/26/23	BM	105	Analysis regarding pension plan issues.	1.20	
09/26/23	AHS	105	Review of pension plan documents and initial research into whether there are claims arising from pension plan.	1.20	
09/26/23	JT	105	Research regarding Pension claim issues.	0.90	
09/26/23	JT	105	Telephone conference with M. Holden regarding Pension.	0.30	
09/26/23	JT	105	Review Pension documents.	2.10	
09/27/23	MH	105	Continue drafting email memo regarding Pension Plan documents.	5.80	
09/27/23	BM	105	Analysis regarding pension plan issues and attendant liabilities.	0.80	
09/27/23	JT	105	Review internal memo regarding Pension claims.	0.60	
09/27/23	JT	105	Additional research regarding Pension issues.	0.90	
09/29/23	BM	105	Analysis regarding investigation of Bond Trustee's liens and security interests.	1.90	
TASK TOTAL 105				<u>23.40</u>	<u>\$18,630.00</u>

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				HOURS	AMOUNT
107 – FEE/EMPLOYMENT APPLICATIONS					
09/07/23	GAK	107	Draft Committee Chair declaration in support of retention.	0.70	
09/07/23	GAK	107	Review local rules in connection with retention application.	0.20	
09/07/23	GAK	107	Draft proposed order for retention application.	0.60	
09/07/23	GAK	107	Begin drafting Sherman declaration in support of retention.	1.30	
09/07/23	GAK	107	Begin drafting Sills' retention application.	1.80	
09/08/23	GAK	107	Analysis of conflict search results and update Sherman Declaration accordingly.	3.30	
09/08/23	GAK	107	Draft retention memorandum.	0.70	
09/09/23	GAK	107	Finalize retention application materials for review by A. Sherman.	1.40	
09/10/23	AHS	107	Review and revise retention application.	0.60	
09/11/23	AHS	107	Further review of retention pleadings and firm memo responses.	0.40	
09/11/23	GAK	107	Update retention application to address comments of A. Sherman/B. Hempstead.	0.10	
09/11/23	GAK	107	Draft email to A. Sherman regarding retention memorandum.	0.10	
09/11/23	GAK	107	Draft email to R. Epstein regarding retention memorandum and next steps.	0.20	
09/11/23	GAK	107	Draft email to B. Mankovetskiy regarding retention application.	0.20	

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				HOURS	AMOUNT
09/11/23	GAK	107	Prepare firm wide email to be circulated regarding retention application and parties in interest.	0.20	
09/11/23	GAK	107	Update retention application to incorporate comments of B. Mankovetskiy.	0.10	
09/11/23	GAK	107	Analysis of conflict results.	0.30	
09/11/23	GAK	107	Review and analyze FTI's retention application.	0.90	
09/11/23	GAK	107	Draft email to FTI regarding comments to retention application.	0.10	
TASK TOTAL 107				13.20	\$9,840.00

108 – FEE/EMPLOYMENT OBJECTIONS

09/05/23	BM	108	Analysis regarding objection to ToneyKorf retention application.	0.70	
09/05/23	AHS	108	Review and revise ToneyKorf objection and circulate same for review.	0.30	
09/05/23	JT	108	E-mail from A. Sherman regarding Debtors' retention applications.	0.30	
09/05/23	JT	108	Review and revise objection to Toneykorf retention.	0.40	
09/05/23	GAK	108	Review draft retention objection and communications with J. Teele and M. Savetsky regarding same.	0.10	
09/05/23	MS	108	Review ToneyKorf retention application and engagement letter.	0.70	
09/05/23	MS	108	Draft and revise limited objection to ToneyKorf retention application.	1.40	

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				HOURS	AMOUNT
09/06/23	BM	108	Analysis regarding MWE retention issues and supplemental declaration.	0.80	
09/06/23	BM	108	Analysis regarding H2C's employment application.	0.70	
09/06/23	MS	108	E-mails with A. Sherman re: statement in response to McDermott retention application.	0.10	
09/06/23	MS	108	Review draft supplemental McDermott retention declaration.	0.10	
09/06/23	MS	108	E-mails with B. Mankovetskiy re: statement in response to McDermott retention application.	0.10	
09/06/23	MS	108	Draft statement in response to McDermott retention application.	0.60	
09/06/23	MS	108	Call with B. Mankovetskiy re: statement in response to McDermott retention application.	0.10	
09/06/23	MS	108	Review U.S. Trustee's objections to the Debtors' applications to retain McDermott, ToneyKorf and H2C Securities.	0.40	
09/07/23	BM	108	Analysis regarding objection to ToneyKorf retention application.	0.80	
09/07/23	BM	108	Analysis regarding resolution of concerns regarding MWE retention application and additional disclosures.	0.70	
09/07/23	MS	108	Revise statement in response to McDermott retention application.	0.10	

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				HOURS	AMOUNT
09/07/23	MS	108	E-mails with A. Sherman re: statement in response to McDermott retention application.	0.10	
09/08/23	BM	108	Analysis and revisions of limited objection to ToneyKorf retention and statement regarding MWE retention.	0.70	
09/08/23	AHS	108	Emails with committee member re: retention issues and respond to same.	0.40	
09/08/23	GAK	108	Analysis of UST objection to MWE retention.	0.20	
09/08/23	GAK	108	Review bondholder representative's objection to MWE Retention.	0.20	
09/11/23	BM	108	Analysis regarding potential resolution of objection to ToneyKorf retention.	0.60	
09/12/23	BM	108	Analysis regarding potential resolution of objection to ToneyKorf retention application.	0.40	
09/13/23	BM	108	Analysis regarding potential resolution of objection to ToneyKorf retention and supplemental disclosures.	0.80	
09/13/23	BM	108	Analysis regarding Debtors' omnibus reply in support of applications to retain professionals.	0.60	
09/15/23	BM	108	Analysis regarding proposed form of order approving H2C retention.	0.20	
09/18/23	BM	108	Analysis regarding proposed revised order approving ToneyKorf retention.	0.60	
09/18/23	AHS	108	Review of revised ToneyKorf order and analysis re: same.	0.30	

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				HOURS	AMOUNT
09/19/23	BM	108	Analysis and revisions of proposed form of order regarding ToneyKorf retention.	0.60	
09/19/23	BM	108	Correspondence with ToneyKorf's counsel regarding resolution of Committee's objections to retention of ToneyKorf .	0.60	
09/20/23	AHS	108	Call with counsel to ToneyKorf re: retention issues and email follow up re: same.	0.30	
TASK TOTAL 108				15.00	\$12,892.50

109 – FINANCING

09/01/23	BM	109	Analysis regarding response to cash collateral motion.	1.20	
09/01/23	JT	109	Telephone conference with Debtor's counsel regarding cash collateral issues.	0.50	
09/01/23	JT	109	Revise and review cash collateral objection.	0.90	
09/01/23	JT	109	Review cash collateral motion and order.	0.60	
09/01/23	GAK	109	Review revised cash collateral objection.	0.30	
09/01/23	GAK	109	Communications with Sills Team and FTI regarding cash collateral objection and cash burn.	0.10	
09/01/23	MS	109	Review and revise objection to final cash collateral order and cross-motion for an order to show cause.	4.20	
09/01/23	MS	109	Call with A. Sherman re: revisions to objection to final cash collateral order.	0.20	

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				HOURS	AMOUNT
09/05/23	BM	109	Analysis regarding objection to cash collateral order and cross-motion for order to show cause.	1.20	
09/05/23	AHS	109	Review and revise cash collateral objection/cross motion and circulate to the Committee for review and comment.	0.80	
09/05/23	JT	109	Conference with A. Sherman and M. Savetsky regarding cash collateral and discovery.	0.50	
09/05/23	JT	109	E-mail to M. Savetsky regarding cash collateral objection.	0.30	
09/05/23	MS	109	Review revisions to objection to final cash collateral order.	0.20	
09/05/23	MS	109	Review Mercy Hospital Form 990 for 2021.	0.30	
09/05/23	MS	109	Review and revise objection to final cash collateral order.	1.10	
09/05/23	MS	109	Confer with S. Teele re: cash collateral objection and foundation issues.	0.30	
09/06/23	BM	109	Analysis and revisions of Committee's objection to final cash collateral order.	0.80	
09/06/23	JT	109	Telephone conference with Debtor's counsel regarding cash collateral and other pending motions.	0.40	
09/06/23	JT	109	Telephone conference with Lender's counsel regarding discovery and cash collateral.	0.50	
09/06/23	MS	109	Further revise objection to final cash collateral order.	0.10	
09/06/23	MS	109	E-mails with A. Sherman and B. Mankovetskiy re: revisions to cash collateral objection.	0.40	

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				HOURS	AMOUNT
09/06/23	MS	109	Further review of Form 990s filed by the Foundation for cash collateral objection.	0.60	
09/06/23	MS	109	E-mails with A. Irvin re: Form 990s filed by the Foundation for cash collateral objection.	0.10	
09/06/23	MS	109	Confer with B. Mankovetskiy re: revisions to cash collateral objection.	0.10	
09/06/23	ALI	109	Obtain returns of certain tax-exempt organizations.	0.60	
09/07/23	MS	109	Further revise objection to final cash collateral order re: confidentiality.	0.20	
09/08/23	MS	109	Review stipulated protective order re: information in objection to final cash collateral order.	0.40	
09/08/23	MS	109	Review e-mails from A. Sherman re: confidentiality dispute re: information in objection to final cash collateral order.	0.10	
09/08/23	MS	109	Call with A. Sherman, B. Mankovetskiy, K. Walsh, and N. Coco re: discovery issues in connection with foundation issues.	0.40	
09/08/23	MS	109	Draft joint status conference request re: document production from the Foundation.	1.80	
09/11/23	JT	109	Conference with A. Sherman regarding cash collateral and discovery.	0.40	
09/13/23	GAK	109	Emails with M. Savetsky regarding cash collateral hearing and email to A. Sherman regarding same.	0.10	

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				HOURS	AMOUNT
09/13/23	MS	109	Draft term sheet for settlement with Mercy Hospital Foundation to resolve cash collateral objection and cross-motion.	1.80	
09/13/23	MS	109	Confer with B. Mankovetskiy re: term sheet for settlement with Mercy Hospital Foundation to resolve cash collateral objection and cross-motion.	0.30	
09/14/23	BM	109	Analysis regarding potential settlement of objections to final cash collateral order.	1.10	
09/14/23	BM	109	Attend deposition of Foundation witness.	2.90	
09/14/23	AHS	109	Emails with Committee re: foundation term sheet and call with committee chair re: same.	0.60	
09/14/23	AHS	109	Emails with counsel for foundation re: term sheet issues.	0.40	
09/14/23	AHS	109	Calls with counsel for Debtors' and bond trustee re: term sheet issues.	0.40	
09/14/23	AHS	109	Review and revise term sheet re: foundation and circulate to parties for review and comments.	0.80	
09/14/23	JT	109	Attend L. Steigleder deposition.	6.80	
09/14/23	MS	109	Draft motion to approve settlement with Mercy Hospital Foundation, the Debtors, Master Trustee and Preston Hollow.	5.80	

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				HOURS	AMOUNT
09/14/23	MS	109	Conduct legal research re: motion to approve settlement with Mercy Hospital Foundation, the Debtors, Master Trustee and Preston Hollow.	1.30	
09/15/23	AHS	109	Review of term sheet as circulated by Debtors and calls re: same.	0.40	
09/15/23	AHS	109	Emails with committee and committee members re: foundation funding and term sheet issues.	0.40	
09/15/23	AHS	109	Review and revise term sheet re: foundation funding and circulate to parties for review and consideration.	0.80	
09/15/23	AHS	109	Calls with counsel for Debtors re: foundation funding, term sheet and negotiation of term sheet. Calls with counsel for Preston Hollow re: foundation funding, term sheet and negotiation of term sheet.	1.30	
09/15/23	JT	109	Review cash collateral term sheet.	0.50	
09/18/23	AHS	109	Attend call with counsel for Debtors and Preston Hollow re: term sheet and foundation issues.	0.50	
09/18/23	AHS	109	Review and analysis of term sheet as modified by PH.	0.60	
09/18/23	AHS	109	Call with counsel for Preston Hollow re: foundation and term sheet issues.	0.50	
09/18/23	MS	109	Continue drafting motion to approve settlement with Mercy Hospital Foundation, the Debtors, Master Trustee and Preston Hollow.	2.60	

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				HOURS	AMOUNT
09/18/23	MS	109	Review and revise motion to approve settlement with Mercy Hospital Foundation, the Debtors, Master Trustee and Preston Hollow.	1.10	
09/19/23	BM	109	Call with Debtors' and Preston Hollow's counsel regarding potential settlement of cash collateral objections.	0.40	
09/19/23	AHS	109	Call with counsel for Debtors re: foundation and term sheet issues.	0.30	
09/19/23	JT	109	Review cash collateral term sheet.	0.30	
09/19/23	JT	109	Conference with A. Sherman regarding cash collateral.	0.40	
09/20/23	AHS	109	Review of foundation adversary proceeding and call to counsel for Debtors re: same.	0.40	
09/20/23	JT	109	Analyze cash collateral term sheet.	0.30	
09/21/23	BM	109	Analysis regarding supplemental objection to final cash collateral order.	0.70	
09/21/23	JT	109	Conference with B. Mankovetskiy regarding cash collateral.	0.30	
09/22/23	JT	109	Telephone conference with counsel for Debtors' and Lender regarding cash collateral.	0.50	
09/24/23	BM	109	Analysis regarding proposed revised final cash collateral order.	0.80	
09/26/23	BM	109	Analysis regarding final cash collateral order.	1.10	

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				HOURS	AMOUNT
09/26/23	AHS	109	Emails with committee members re: foundation issues and call to FTI to respond to same.	0.40	
09/26/23	AHS	109	Call with counsel for bondholders re: cash collateral, foundation and sale issues.	0.50	
09/26/23	JT	109	Telephone conference with Lender's counsel regarding cash collateral.	0.60	
09/27/23	AHS	109	Calls with counsel for Debtors and Preston Hollow re: foundation issues and funding issues.	0.70	
09/27/23	AHS	109	Email to committee re: foundation update and initial review of term sheet.	0.40	
09/27/23	AHS	109	Calls re: foundation audit/reconciliation issues.	0.60	
09/28/23	BM	109	Analysis regarding final cash collateral order.	1.10	
09/28/23	AHS	109	Calls with Debtors' counsel and counsel for Preston Hollow re: foundation audit/reconciliation, foundation term sheet.	0.70	
09/29/23	AHS	109	Calls with counsel for Debtors and counsel for Preston Hollow re: foundation term sheet and proposed changes.	0.80	
TASK TOTAL 109				61.90	\$53,016.50

110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

09/01/23	BM	110	Analysis of Debtors' productions in connection with Preston Hollow's discovery.	1.30	
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				HOURS	AMOUNT
09/01/23	BM	110	Analysis regarding response to motion to appoint examiner.	0.90	
09/01/23	JT	110	Revise and review Objection to Examiner Motion.	0.40	
09/04/23	BM	110	Analysis regarding Debtors' productions in connection with cash collateral, examiner and sale motions.	1.70	
09/04/23	AHS	110	Emails re: upcoming discovery and deposition scheduling.	0.20	
09/04/23	JT	110	E-mail from Lender's counsel regarding depositions.	0.20	
09/05/23	BM	110	Analysis regarding Debtors' discovery productions.	0.90	
09/05/23	JT	110	Review documents produced by Debtors.	3.40	
09/05/23	MS	110	Review Preston Hollow's motion to appoint an examiner.	0.60	
09/06/23	BM	110	Analysis of Debtors' document productions.	0.80	
09/07/23	BM	110	Analysis regarding objections to confidential designations of productions by Debtors and Foundation.	0.60	
09/07/23	BM	110	Analysis regarding Debtors' document productions.	1.20	
09/07/23	AHS	110	Address foundation discovery issues, protective order and meet and confer re: confidential document designation.	0.40	
09/07/23	JT	110	Continue reviewing Debtors' document production.	3.40	
09/07/23	JT	110	E-mail to D. Simon regarding depositions.	0.30	
09/07/23	JT	110	E-mail from A. Sherman regarding confidentiality.	0.20	
09/07/23	JT	110	Begin reviewing Foundation's document production.	1.20	

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				HOURS	AMOUNT
09/08/23	BM	110	Analysis regarding depositions in connection with motions to approve continued use of cash collateral and to appoint examiner.	0.70	
09/08/23	BM	110	Analysis regarding Debtor's document productions.	0.80	
09/08/23	BM	110	Analysis regarding Foundation's document productions.	0.70	
09/08/23	JT	110	Continue review of documents produced in discovery.	3.10	
09/08/23	MS	110	Review document production from the Foundation.	0.30	
09/11/23	JT	110	Continue reviewing discovery materials.	2.30	
09/12/23	BM	110	Analysis of Foundation's governance documents and board minutes.	1.30	
09/12/23	BM	110	Analysis and revisions of objection to motion to appoint examiner.	1.30	
09/12/23	JT	110	Telephone conference with B. Mankovetskiy regarding discovery.	0.30	
09/12/23	GAK	110	Call with B. Mankovetskiy regarding examiner motion.	0.20	
09/12/23	GAK	110	Update examiner objection.	0.70	
09/13/23	BM	110	Analysis of document productions and issues in connection with Foundation's deposition.	1.20	
09/14/23	BM	110	Analysis and revisions of draft settlement term sheet resolving Foundation issues.	1.40	
09/14/23	BM	110	Analysis regarding deposition of Foundation's 30(b)(6) witness.	0.70	

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				HOURS	AMOUNT
09/14/23	BM	110	Analysis regarding objection to motion to appoint examiner.	0.90	
09/14/23	AHS	110	Emails re: examiner motion and continuance; review of latest draft of response.	0.30	
09/14/23	JT	110	Review updated objection to Examiner Motion.	0.40	
09/14/23	JT	110	E-mail to A. Sherman and B. Mankovetskiy regarding depositions.	0.30	
09/14/23	GAK	110	Email to Sills team regarding examiner objection.	0.10	
09/15/23	BM	110	Analysis regarding proposed settlement term sheet regarding Foundation issues.	1.10	
09/15/23	BM	110	Analysis regarding Debtors' discovery productions.	0.80	
09/15/23	BM	110	Correspondence with counsel to the Debtors and bondholders regarding proposed revisions of proposed settlement term sheet.	0.70	
09/15/23	BM	110	Analysis of Toney deposition transcript.	0.80	
09/15/23	JT	110	Attend M. Toney deposition.	5.50	
09/15/23	JT	110	E-mail to A. Sherman and B. Mankovetskiy regarding discovery.	0.30	
09/17/23	BM	110	Analysis regarding bondholders' revisions of proposed settlement term sheet.	0.60	
09/18/23	BM	110	Analysis regarding Debtors' document productions.	0.80	
09/18/23	BM	110	Correspondence with counsel to Debtors and Preston Hollow regarding proposed settlement of Foundation issues.	0.60	

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				HOURS	AMOUNT
09/18/23	BM	110	Analysis and revisions of proposed settlement term sheet regarding Foundation issues.	1.70	
09/18/23	JT	110	Review additional production from Debtors'.	2.70	
09/19/23	BM	110	Analysis regarding Debtors' document productions.	0.90	
09/19/23	BM	110	Analysis regarding proposed settlement with respect to Foundation funds.	1.60	
09/20/23	BM	110	Analysis of issues regarding potential settlement with Debtors and Foundation.	1.40	
09/20/23	BM	110	Revisions of proposed settlement term sheet regarding Foundation issues.	0.70	
09/20/23	BM	110	Analysis regarding Foundations declaratory judgment action.	0.70	
09/20/23	JT	110	Review foundation discovery.	1.30	
09/20/23	JT	110	Review deposition transcripts.	0.80	
09/21/23	BM	110	Call with Debtors' and Foundation's counsel regarding potential settlement.	0.40	
09/21/23	BM	110	Analysis of issues regarding potential settlement with Foundation.	1.30	
09/21/23	BM	110	Analysis regarding Debtors' document productions.	0.70	
09/21/23	BM	110	Analysis regarding Debtors' and Foundations' discovery productions.	1.60	
09/21/23	JT	110	Review Foundation's supplemental document production.	1.40	
09/22/23	BM	110	Call with Debtors' and PH's counsel regarding Foundation issues.	0.50	

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				HOURS	AMOUNT
09/22/23	BM	110	Call with Debtors' counsel regarding Foundation issues.	0.30	
09/22/23	BM	110	Analysis regarding potential settlement with Debtors, Foundation and Preston Hollow.	1.30	
09/22/23	BM	110	Analysis regarding Foundation's attempted amendment of by-laws and potential responses thereto.	1.80	
09/22/23	BM	110	Analysis regarding Foundation's discovery productions.	1.10	
09/22/23	BM	110	Analysis and revisions of letter to Debtors regarding Foundation's conduct.	0.60	
09/22/23	JT	110	Review L. Steigleder deposition transcript.	0.60	
09/24/23	BM	110	Analysis regarding Debtors' letter to Foundation.	0.40	
09/27/23	BM	110	Analysis regarding potential settlement with Debtors, Foundation and Bondholders.	1.60	
09/27/23	BM	110	Analysis regarding review of Foundations restricted and unrestricted funds.	0.70	
09/28/23	BM	110	Analysis and revisions of proposed settlement term sheet regarding Foundation issues.	0.90	
09/28/23	BM	110	Analysis regarding Bondholder Representative's revisions to proposed settlement term sheet and comments thereto.	0.70	
09/29/23	BM	110	Analysis and revisions of proposed settlement term sheet.	0.80	
TASK TOTAL 110				<u>74.40</u>	<u>\$64,283.50</u>

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				HOURS	AMOUNT
114 – RELIEF FROM STAY PROCEEDINGS					
09/22/23	JT	114	E-mail committee regarding Foundation stay violation and related issues.	0.40	
09/22/23	JT	114	Draft correspondence to Debtors' counsel regarding Foundation stay violation.	0.80	
09/22/23	JT	114	Research regarding stay relief issues.	1.20	
09/26/23	BM	114	Analysis of issues regarding staffing agencies and motion to enforce automatic stay.	0.80	
TASK TOTAL 114				3.20	\$2,740.00
116 – TRAVEL (billed at 50%)					
09/12/23	AHS	116	Travel from Newark to Cedar Rapids for hearing. (5.50)	2.75	
09/13/23	AHS	116	Travel from Cedar Rapids to Newark. (5.00)	2.50	
TASK TOTAL 116				5.25	\$5,223.75
TOTAL FEES at Standard Rates				280.25	\$240,772.25
Attorney Fees at Blended Rate of \$675				279.65	\$188,763.75
Paralegal Fees at Standard Rate				0.60	195.00
TOTAL FEES at Blended Rate				280.25	\$188,958.75

TASK CODE SUMMARY

101	Asset Analysis and Recovery	1.80	\$1,575.00
102	Asset Disposition	37.90	\$32,729.50
104	Case Administration	44.20	\$39,841.50

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105	Claims Administration and Objections	23.40	\$18,630.00
107	Fee/Employment Applications	13.20	\$9,840.00
108	Fee/Employment Objections	15.00	\$12,892.50
109	Financing	61.90	\$53,016.50
110	Litigation (Other than Avoidance Action Litigation	74.40	\$64,283.50
114	Relief from Stay Proceedings	3.20	\$2,740.00
116	Travel (billed at 50%)	5.25	\$5,223.75
TOTAL FEES at Standard Rates		280.25	\$240,772.25
Attorney Fees at Blended Rate of \$675		279.65	\$188,763.75
Paralegal Fees at Standard Rate		0.60	195.00
TOTAL FEES at Blended Rate		280.25	\$188,958.75

Andrew H. Sherman	45.45	x	\$995.00	=	\$45,222.75
Boris Mankovetskiy	101.60	x	\$875.00	=	\$88,900.00
Jason Teele	65.70	x	\$850.00	=	\$55,845.00
Matthew Holden	10.50	x	\$695.00	=	\$7,297.50
Michael Savetsky	39.60	x	\$795.00	=	\$31,482.00
Gregory A. Kopacz	15.40	x	\$725.00	=	\$11,165.00
Oleh Matviyishyn	1.40	x	\$475.00	=	\$665.00
Anna L. Irvin	0.60	x	\$325.00	=	\$195.00

DISBURSEMENT DETAIL

09/07/23	222	Court Reporter Transcript Fees (Everest Court Reporting LLC – Certified copy of 9/7/23 Deposition of Charles Richard Bayman of H2C)	\$1,605.10
09/15/23	222	Court Reporter Transcript Fees (Everest Court Reporting LLC – Certified copy of 9/15/23 Deposition of Mark E. Toney)	\$1,895.69
09/11/23	358	Pacer	\$0.20
09/11/23	358	Pacer	\$0.20
09/11/23	358	Pacer	\$3.00
09/11/23	358	Pacer	\$1.80
09/19/23	379	Lexis-Nexis	\$107.38
TOTAL DISBURSEMENTS			\$3,613.37

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INVOICE SUMMARY	
Total Fees	\$188,958.75
Total Disbursements	\$3,613.37
TOTAL THIS INVOICE	\$192,572.12*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$240,772.25**) and fees at *Blended Rate* of \$675 (**\$188,958.75**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

December 1, 2023
Client/Matter No. 08650147.000001
Invoice: 2050121
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through October 31, 2023

				HOURS	AMOUNT
102 – ASSET DISPOSITION					
10/01/23	BM	102	Analysis regarding bond trustee's asserted liens and security in interests in connection with credit bid.	1.10	
10/02/23	BM	102	Analysis regarding bondholders' liens in connection with credit bid.	1.20	
10/02/23	BM	102	Analysis regarding qualification of bids and auction issues.	1.10	
10/02/23	BM	102	Analysis regarding Preston Hollow's bid submission.	2.20	
10/02/23	AHS	102	Review of bid for assets and follow up calls with counsel re: same.	1.10	
10/02/23	JT	102	Review computershare credit bid materials.	0.90	
10/02/23	JT	102	Review updated bid tracker.	0.40	
10/02/23	JT	102	E-mail to O. Matviyishyn regarding bids.	0.30	
10/02/23	OM	102	Prepare Mercy stalking horse bid comparison chart.	2.30	

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				HOURS	AMOUNT
10/02/23	OM	102	Edit stalking horse bid chart incorporating bid from ComputerShare Trust Company.	1.10	
10/03/23	BM	102	Analysis regarding bid comparisons and qualifications.	2.40	
10/03/23	BM	102	Analysis regarding scope of bond trustee's mortgages in connection with credit bid on real property.	0.90	
10/03/23	BM	102	Analysis regarding establishing Committee procedures for actions as consultation party in connection with auction process.	0.40	
10/03/23	BM	102	Analysis regarding procedures for assumption and assignment of contracts.	0.70	
10/03/23	AHS	102	Calls with Debtors' counsel and counsel for PH in advance of auction.	0.80	
10/03/23	JT	102	Review further updated bid chart.	0.30	
10/03/23	GAK	102	Review sale objections.	0.40	
10/03/23	OM	102	Research local Iowa law re: liens on fixtures.	0.20	
10/03/23	OM	102	Correspondence with B. Mankovetskiy and update bid comparison chart pursuant to comments.	0.90	
10/03/23	OM	102	Credit bid comparison analysis re: sale.	1.10	
10/04/23	BM	102	Analysis of bids and issues during auction.	2.60	
10/04/23	BM	102	Prepare updates for Committee in connection with auction.	0.80	

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				HOURS	AMOUNT
10/04/23	AHS	102	Attend auction for the sale of the Debtors' assets.	9.60	
10/04/23	GAK	102	Review update regarding auction.	0.10	
10/05/23	BM	102	Analysis regarding auction status and next steps.	1.40	
10/05/23	BM	102	Analysis regarding bondholders' bid and operator issues.	1.20	
10/05/23	BM	102	Analysis regarding disposition of Debtors' clinics and joint venture interests.	0.90	
10/06/23	BM	102	Analysis regarding continuance of sale hearing.	0.40	
10/06/23	BM	102	Analysis regarding Debtors' cash flow projections and sale closing issue.	0.90	
10/06/23	BM	102	Analysis of issues regarding continued auction.	1.20	
10/06/23	AHS	102	Address issues regarding auction and emails to committee re: same.	0.20	
10/06/23	AHS	102	Calls and emails with counsel for Debtors re: adjourned auction and sale hearing issues.	0.90	
10/09/23	BM	102	Analysis of issues regarding resumption of auction.	1.20	
10/09/23	BM	102	Analysis regarding disposition of certain clinics and real estate assets of the Debtors.	1.10	
10/09/23	JT	102	Office conference with O. Matviyishyn regarding auction and sale issues.	0.30	
10/10/23	BM	102	Attend continued auction.	3.20	
10/10/23	BM	102	Analysis regarding sale closing timeline and regulatory approval conditions.	1.30	

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				HOURS	AMOUNT
10/10/23	BM	102	Analysis regarding disposition of real estate and other assets excluded from proposed sale.	1.10	
10/10/23	AHS	102	Follow up with committee after auction.	0.20	
10/10/23	AHS	102	Attend auction.	3.00	
10/10/23	AHS	102	Calls with Debtors and PH in advance of auction.	0.40	
10/11/23	BM	102	Analysis regarding successful bid and documentation in connection with same.	1.90	
10/11/23	GAK	102	Review auction results.	0.10	
10/13/23	BM	102	Analysis regarding sale documents.	0.80	
10/16/23	MH	102	Call with A. Sherman and B. Mankovetskiy re: Interim Management Agreement and Agreement to Advance.	0.30	
10/16/23	BM	102	Call with Debtors and Preston Hollow regarding sale issues and related documents.	0.90	
10/16/23	BM	102	Analysis regarding draft interim management agreement.	1.40	
10/16/23	BM	102	Analysis regarding draft agreement to advance.	1.20	
10/16/23	BM	102	Analysis regarding draft proposed form of sale order.	0.80	
10/16/23	AHS	102	Call with counsel for PH and Debtors re: upcoming sale hearing and ancillary documents.	0.90	
10/16/23	AHS	102	Initial review and analysis of funding agreement and IMA in connection with sale.	0.70	
10/16/23	JT	102	Review and revise proposed sale Order.	1.30	

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				HOURS	AMOUNT
10/16/23	JT	102	E-mail to B. Mankovetskiy and A. Sherman regarding sale Order.	0.30	
10/16/23	JK	102	Telephone conference with J. Teele re: sale order.	0.10	
10/16/23	JK	102	Review and analyze sale order.	0.30	
10/16/23	JK	102	Telephone conference with A. Sherman and B. Mankovetskiy re: sale order.	0.20	
10/17/23	MH	102	Review and comment on Agreement to Advance and Interim Management Agreement.	3.80	
10/17/23	MH	102	Draft redlines of IMA and AA and email same to A. Sherman and B. Mankovetskiy.	0.10	
10/17/23	MH	102	Review B. Mankovetskiy email with comments to IMA and AA.	0.10	
10/17/23	MH	102	Revise IMA and AA per B. Mankovetskiy comments, draft revised redlines and email same to B. Mankovetskiy and A. Sherman.	0.60	
10/17/23	BM	102	Correspondence with Debtors and PH's counsel regarding sale documents.	0.60	
10/17/23	BM	102	Analysis and revisions of proposed interim management agreement.	1.20	
10/17/23	BM	102	Analysis regarding Debtors' cash flow projections and sale closing issues.	1.10	
10/17/23	BM	102	Analysis and revisions of proposed funding agreement.	0.90	
10/17/23	BM	102	Analysis and revisions of proposed from of sale order.	1.10	

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				HOURS	AMOUNT
10/17/23	JT	102	E-mail to B. Mankovetskiy regarding sale Order.	0.30	
10/17/23	JK	102	Review and analyze sale order and telephone conference with J. Teele re: same.	0.30	
10/18/23	BM	102	Draft and edit letter to Preston Hollow regarding dispute over its bid.	1.20	
10/18/23	BM	102	Analysis regarding dispute over terms of funding agreement with Preston Hollow.	1.10	
10/18/23	AHS	102	Call with counsel for Debtors re: auction issues and PH bid issues.	0.40	
10/18/23	AHS	102	Emails to committee re: auction issues and bid from PH.	0.50	
10/18/23	AHS	102	Review and revise letter to counsel to PH re: asset sale and auction issues.	0.80	
10/19/23	BM	102	Analysis of bidding procedures and order regarding enforcement of back up bid.	0.70	
10/19/23	BM	102	Analysis regarding dispute over Preston Hollow's bid and potential next steps.	1.10	
10/19/23	AHS	102	Review and analysis of motion filed by Preston Hall re: sale issues.	0.60	
10/19/23	AHS	102	Call with counsel for Debtors re: sale issues and next steps, email to Committee re: same and next steps.	0.80	
10/19/23	AHS	102	Calls and emails with committee members re: sale issues.	0.60	

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				HOURS	AMOUNT
10/20/23	BM	102	Analysis regarding Preston Hollow's motion to compel enforcement of auction results.	0.90	
10/20/23	BM	102	Analysis regarding enforcement of back up bid.	0.90	
10/20/23	BM	102	Analysis regarding sale documentation and enforcement of successful bid.	1.40	
10/20/23	AHS	102	Emails and calls with committee members re: sales process and next steps.	0.80	
10/20/23	AHS	102	Calls and emails with counsel for Debtors re: sales process issues, filed motion and next steps.	0.60	
10/20/23	GAK	102	Review motion to compel compliance with auction results.	0.40	
10/20/23	GAK	102	Review motion to shorten for motion to compel compliance with auction.	0.10	
10/23/23	BM	102	Call with FTI regarding sale issues.	0.40	
10/23/23	BM	102	Analysis regarding valuation and disposition of JV interests.	1.10	
10/23/23	AHS	102	Call with counsel for Debtors re: sale issues and call to counsel for University re: same.	0.60	
10/24/23	BM	102	Analysis regarding potential pivot to sale to the University of Iowa.	0.90	
10/24/23	BM	102	Analysis regarding sale status and dispute over funding agreement.	1.40	
10/24/23	BM	102	Analysis regarding objection to Preston Hollow's motion to compel compliance with auction results.	1.20	

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				HOURS	AMOUNT
10/24/23	MS	102	Draft objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	4.40	
10/24/23	MS	102	Confer with B. Mankovetskiy re: objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	0.20	
10/25/23	BM	102	Analysis regarding dispute over PH's bid and potential reopening of the auction.	1.20	
10/25/23	BM	102	Analysis regarding objection to Preston Hollow's motion to compel.	1.30	
10/25/23	BM	102	Analysis regarding Debtors' correspondence with the University regarding purported termination of APA.	0.80	
10/25/23	BM	102	Call with Debtors' and Bondholders' counsel regarding sale issues.	0.40	
10/25/23	AHS	102	Follow up calls with counsel for Debtors and to counsel for University and initial review of response to motion by Preston Hollow.	0.70	
10/25/23	AHS	102	Call with counsel for Debtors re: sale issues.	0.50	
10/25/23	MS	102	Draft objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	4.70	
10/25/23	MS	102	Legal research re: objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	1.10	

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				HOURS	AMOUNT
10/26/23	BM	102	Analysis regarding dispute with Preston Hollow regarding successful bid.	1.90	
10/26/23	BM	102	Analysis regarding potential options with respect to University's designated back-up bid.	1.40	
10/26/23	BM	102	Analysis of issues regarding resumption of auction.	1.30	
10/26/23	BM	102	Analysis and revisions of objection to Preston Hollow's motion to compel.	1.10	
10/26/23	AHS	102	Emails with committee and members re: auction issues and auction strategy.	0.80	
10/26/23	AHS	102	Calls with counsel for Debtors re: auction issues, emails and call to counsel for PH and University re: auction issues.	0.60	
10/26/23	AHS	102	Committee meeting re: pension committee, sale and auction issues.	0.60	
10/26/23	MS	102	Review revisions to objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	0.40	
10/26/23	MS	102	Legal research re: objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	0.40	
10/26/23	MS	102	Review and further revise objection to Preston Hollow's motion to compel enforcement of alleged sale terms.	0.60	
10/27/23	BM	102	Call with Debtors' counsel regarding sale and cash collateral issues.	0.40	
10/27/23	BM	102	Attend continued auction.	1.30	

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				HOURS	AMOUNT
10/27/23	BM	102	Analysis regarding assumption/rejection process in connection with sale.	0.40	
10/27/23	AHS	102	Calls with counsel for University of Iowa and Debtors re: sale issues, closing issues, next steps and potential cash collateral issues.	0.80	
10/27/23	AHS	102	Email to Committee re: auction issues.	0.30	
10/27/23	AHS	102	Attend auction and follow up with Debtors' counsel re: same.	1.20	
10/27/23	AHS	102	Calls with Debtors counsel and counsel for PH in advance of auction.	0.40	
10/27/23	GAK	102	Review auction results and motion to continue hearing on motion to compel compliance with auction results.	0.20	
10/30/23	BM	102	Analysis regarding potential regulatory issues in connection with sale to University.	1.10	
TASK TOTAL 102				122.10	\$112,244.50

104 – CASE ADMINISTRATION

10/02/23	BM	104	Prepare an update for Committee.	0.60	
10/03/23	BM	104	Analysis regarding 1102 motion.	0.40	
10/03/23	BM	104	Respond to creditors' inquiries regarding case status.	0.40	
10/03/23	AHS	104	Attend committee meeting re: sale, auction and foundation issues and follow up re: same.	0.80	

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				HOURS	AMOUNT
10/03/23	GAK	104	Review order amended litigation schedule for Cash Collateral, Examiner Motion and cash management motion and communications with O. Matviyishyn regarding same.	0.10	
10/03/23	GAK	104	Work on 1102 motion.	0.50	
10/03/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.40	
10/03/23	OM	104	Prepare initial outline for 1102 motion.	0.30	
10/03/23	OM	104	Correspondence with G. Kopacz re: 1102 motion.	0.20	
10/04/23	GAK	104	Emails with Epiq regarding 1102 motion.	0.20	
10/04/23	GAK	104	Work on 1102 motion.	0.50	
10/04/23	GAK	104	Prepare for and attend call with Epic regarding Committee website and 1102 motion.	0.30	
10/05/23	BM	104	Prepare an update for Committee.	0.40	
10/05/23	JT	104	E-mail from G. Kopacz regarding examiner motion.	0.30	
10/05/23	GAK	104	Emails with team regarding examiner motion/objection.	0.10	
10/06/23	BM	104	Prepare a committee update.	0.30	
10/06/23	BM	104	Analysis regarding 1102 motion and proposed services agreement with Epiq.	0.70	
10/06/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.50	
10/06/23	GAK	104	Review and analyze Epiq's proposed service agreement contract.	1.40	
10/06/23	GAK	104	Communications with B. Mankovetskiy regarding Epiq services agreement and suggested revisions.	0.10	

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				HOURS	AMOUNT
10/06/23	GAK	104	Email Debtors' counsel regarding Committee website.	0.20	
10/06/23	GAK	104	Review order continuing hearing and deadlines for examiner motion.	0.20	
10/09/23	BM	104	Prepare an update for Committee.	0.30	
10/09/23	GAK	104	Email Debtor's counsel regarding 1102/website matters.	0.30	
10/10/23	BM	104	Prepare updates for Committee.	0.70	
10/10/23	GAK	104	Draft email to Epiq regarding revised service agreement.	0.10	
10/10/23	GAK	104	Revise Epiq's proposed service agreement based on discussions with Debtor's counsel and B. Mankovetskiy.	1.40	
10/11/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.30	
10/12/23	GAK	104	Meeting with O. Matviyishyn regarding 1102 motion.	0.10	
10/12/23	OM	104	Update 1102 motion pursuant to comments from G. Kopacz.	0.40	
10/12/23	OM	104	Draft 1102 motion.	1.40	
10/13/23	BM	104	Analysis regarding 1102 motion.	0.60	
10/13/23	GAK	104	Email Epiq regarding service agreement.	0.20	
10/13/23	GAK	104	Revise service agreement to address Epiq comments and email MWE regarding same.	0.30	
10/16/23	JT	104	Telephone conference with A. Sherman, B. Mankovetskiy and J. Kramer regarding work flows.	0.50	

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				HOURS	AMOUNT
10/17/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.20	
10/18/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.60	
10/18/23	BM	104	Prepare an update for Committee.	0.70	
10/19/23	BM	104	Prepare an update for Committee.	0.60	
10/19/23	BM	104	Analysis regarding 1102 motion.	0.40	
10/19/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.50	
10/19/23	GAK	104	Update 1102 motion/order to address local rules.	0.30	
10/19/23	GAK	104	Draft email to A. Sherman regarding 1102 motion and update for Committee.	0.40	
10/19/23	GAK	104	Review local rules to finalize motion and proposed order.	0.30	
10/19/23	GAK	104	Draft email to MWE regarding 1102 requirements.	0.60	
10/19/23	GAK	104	Emails with MWE regarding revisions to Epiq agreement and next steps.	0.20	
10/19/23	GAK	104	Call with B. Mankovetskiy regarding 1102 motion and request to appoint pensioner committee.	0.10	
10/19/23	GAK	104	Draft email to MWE regarding 1102 motion and service agreement.	0.10	
10/19/23	GAK	104	Work on 1102 motion for review by A. Sherman and B. Mankovetskiy.	2.90	
10/20/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.70	

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				HOURS	AMOUNT
10/20/23	BM	104	Prepare an update for Committee.	0.30	
10/23/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.40	
10/23/23	BM	104	Call with Committee chair regarding pending matters.	0.50	
10/23/23	AHS	104	Call with committee member re: status update.	0.50	
10/23/23	GAK	104	Finalize 1102 motion and email local counsel regarding same.	0.20	
10/23/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.30	
10/24/23	BM	104	Attend Committee meeting.	0.50	
10/24/23	AHS	104	Attend Committee meeting.	0.50	
10/24/23	GAK	104	Draft email to A. Sherman regarding Epiq agreement and next steps.	0.10	
10/24/23	GAK	104	Email MWE regarding epiq service agreement.	0.10	
10/26/23	BM	104	Prepare an update for Committee.	0.70	
10/26/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.20	
10/27/23	BM	104	Prepare an update for Committee.	0.70	
10/27/23	AHS	104	Review of pleadings and case law in advance of hearing re: 1102 and appointment by court.	0.80	
10/29/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.70	
10/30/23	BM	104	Call with Committee chair regarding pending matters.	0.50	

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				HOURS	AMOUNT
10/30/23	AHS	104	Call with committee member re: sale and cash collateral issues.	0.40	
10/30/23	GAK	104	Email A. Sherman regarding Epiq services agreement.	0.10	
10/31/23	BM	104	Call with bondholders' counsel regarding pending matters.	0.70	
TASK TOTAL 104				32.30	\$26,928.50

105 – CLAIMS ADMINISTRATION AND OBJECTIONS

10/02/23	JW	105	Telephone conference with B. Mankovetskiy regarding hospital real estate security interest review and analysis.	0.30	
10/02/23	JW	105	Analyze UCC Amendment, Original UCC, Mortgage, Categories of Mortgaged Collateral and Categories of UCC Collateral.	2.50	
10/03/23	JW	105	Compare legal descriptions.	0.40	
10/03/23	JW	105	Draft email memo regarding results of Johnson County analysis.	0.50	
10/03/23	JW	105	Review lease information pertaining to Muscatine property and Schedule 2.1(d) in bid proposal.	0.30	
10/03/23	JW	105	Draft short email regarding review of Muscatine lease and Schedule 2.1(d) results.	0.20	
10/03/23	JW	105	Analyze Johnson County tax assessor and recorder of deeds land records to verify whether documents listed in bid proposal are covered by Mortgage.	0.80	

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				HOURS	AMOUNT
10/03/23	JW	105	Review title documents.	0.30	
10/03/23	JW	105	Review bid purchase agreement.	0.30	
10/03/23	JW	105	Compare properties contained in Mercy Hospital spreadsheet to title reports and bid proposal real property and lease schedules.	1.00	
10/03/23	JW	105	Review Bid Proposal.	0.50	
10/03/23	JW	105	Review responses re: UCC perfection of land security interests.	0.20	
10/03/23	JW	105	Draft email re: questions regarding mortgage perfection and UCC.	0.50	
10/03/23	JW	105	Review and analyze all title reports and the Trust Indenture.	1.80	
10/05/23	BM	105	Analysis regarding pension fund issues and potential claims.	1.10	
10/05/23	BM	105	Analysis regarding PTO issues.	0.70	
10/13/23	BM	105	Analysis regarding McKesson's asserted secured claim.	0.80	
10/16/23	BM	105	Analysis regarding McKesson claim.	0.80	
10/16/23	JT	105	E-mail from O. Matviyishyn regarding McKesson Lien.	0.30	
10/16/23	OM	105	Summarize McKesson lien analysis and circulate to B. Mankovetskiy and J. Teele.	0.20	
10/16/23	OM	105	Analyze McKesson lien.	1.90	
10/16/23	OM	105	Correspondence and instruction from B. Mankovetskiy re: McKesson agreement.	0.20	

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				HOURS	AMOUNT
10/16/23	OM	105	Correspondence with B. Mankovetskiy and team re: financing.	0.30	
10/16/23	OM	105	Correspondence with B. Mankovetskiy and team re: financing and circulate summary to team.	0.60	
10/18/23	BM	105	Analysis regarding bond documents and scope of security interests.	1.80	
10/31/23	JW	105	Telephone conference in connection with analysis on additional parking lots as part of real estate collateral.	0.20	
10/31/23	JW	105	Brief review of owned real estate, review lien report summary and documents previously provided by B. Mankovetskiy.	0.20	
TASK TOTAL 105				18.70	\$12,548.50

107 – FEE/EMPLOYMENT APPLICATIONS

10/17/23	GAK	107	Work on September fee statement.	0.10	
10/20/23	BM	107	Analysis regarding H2C's request to modify engagement terms.	0.40	
10/23/23	BM	107	Analysis regarding H2C request to modify terms of retention.	0.40	
10/23/23	GAK	107	Review FTI's first fee statement.	0.20	
10/24/23	GAK	107	Work on first fee application.	0.10	
10/25/23	GAK	107	Work on September fee application.	0.60	

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				HOURS	AMOUNT
10/25/23	GAK	107	Work on August fee application.	0.40	
10/30/23	GAK	107	Work on September fee statement.	0.30	
10/30/23	GAK	107	Work on August fee application.	0.20	
10/30/23	GAK	107	Call with O. Matviyishyn regarding fee applications.	0.20	
10/30/23	GAK	107	Communications with FTI regarding fee applications.	0.10	
10/30/23	OM	107	Begin drafting August fee app.	1.90	
10/30/23	OM	107	Correspondence and instructions re: initial fee applications.	0.20	
10/31/23	GAK	107	Work on September fee application.	0.20	
10/31/23	OM	107	Continue draft of August fee app.	1.80	
10/31/23	OM	107	Begin draft of September fee app.	1.10	
TASK TOTAL 107				8.20	\$4,975.00
109 – FINANCING					
10/02/23	AHS	109	Further review of foundation term sheet; email to committee re: same and follow up call with Debtors' counsel.	0.60	
10/07/23	AHS	109	Email to Committee re: foundation term sheet update.	0.20	
10/07/23	AHS	109	Address issues in finalizing and executing foundation term sheet.	0.30	
10/09/23	BM	109	Analysis regarding proposed Foundation settlement and cash collateral order issues.	1.40	

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				HOURS	AMOUNT
10/11/23	BM	109	Analysis regarding final cash collateral order.	0.90	
10/12/23	BM	109	Analysis regarding final cash collateral order.	0.80	
10/16/23	BM	109	Analysis regarding draft proposed final cash collateral order.	1.30	
10/17/23	BM	109	Analysis and revisions of proposed final cash collateral order.	1.20	
10/17/23	AHS	109	Review and revise draft cash collateral order.	1.10	
10/27/23	BM	109	Analysis regarding continued use of cash collateral.	0.60	
10/27/23	MS	109	Call with B. Mankovetskiy re: objection to final cash collateral order.	0.20	
10/30/23	BM	109	Analysis regarding proposed final cash collateral order and revisions thereof.	1.60	
10/30/23	BM	109	Analysis regarding Committee's objection to proposed final cash collateral order.	1.30	
10/30/23	BM	109	Call with FTI regarding cash collateral issues.	0.50	
10/30/23	MS	109	Draft objection to final cash collateral order.	4.40	
10/30/23	MS	109	Calls with B. Mankovetskiy re: objection to final cash collateral order.	0.20	
10/31/23	BM	109	Analysis regarding Committee's objection to proposed final cash collateral order.	1.70	
10/31/23	AHS	109	Call with FTI re: cash collateral issues and analysis re: cash collateral issues.	0.80	

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				HOURS	AMOUNT
10/31/23	MS	109	Draft objection to final cash collateral order.	6.80	
TASK TOTAL 109				25.90	\$23,363.50

110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

10/02/23	BM	110	Analysis regarding proposed Foundation settlement term sheet and related issues.	1.30	
10/03/23	OM	110	Review statement of financial affairs for pending litigations.	0.40	
10/06/23	BM	110	Analysis regarding Foundation settlement.	0.80	
10/06/23	BM	110	Analysis regarding 9019 motion to approve Foundation settlement.	1.10	
10/07/23	BM	110	Analysis regarding comments to draft 9019 motion and Foundation settlement term sheet.	0.80	
10/09/23	GAK	110	Review and analysis of settlement motion with Foundation and Bondholder	0.30	
10/18/23	BM	110	Analysis regarding pensioners motion to appoint official committee.	0.80	
10/18/23	JT	110	Review Motion to Appoint Pension Committee.	0.70	
10/18/23	JT	110	E-mail to B. Mankovetskiy regarding Pension Committee.	0.30	
10/18/23	JT	110	Review Debtor's schedules and claim register regarding pension claims.	0.50	
10/18/23	JT	110	Research regarding appointing official committee.	1.80	

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				HOURS	AMOUNT
10/19/23	BM	110	Analysis regarding response to pensioners motion to appoint committee.	0.70	
10/19/23	JT	110	Review case law regarding appointing official committee.	0.50	
10/19/23	JT	110	Review and revise objection to Pension Committee Motion.	0.70	
10/19/23	GAK	110	Review motion to appoint pensioner committee.	0.20	
10/19/23	OM	110	Correspondence and instruction with J. Teele re: objection to pensioner committee motion.	0.40	
10/19/23	OM	110	Determine deadline to object to pensioners' motion.	0.30	
10/19/23	OM	110	Review and analyze pensioners committee motion.	0.20	
10/20/23	BM	110	Analysis regarding response to pensioners' motion and potential resolution.	0.80	
10/20/23	JT	110	Additional research regarding Pension Committee.	1.20	
10/20/23	JT	110	Office conference with O. Matviyishyn regarding Pension Committee.	0.40	
10/20/23	OM	110	Review and correspondence of pensioner committee motion and motion to compel.	0.60	
10/20/23	OM	110	Analyze recent pleadings and correspond with J. Teele re: strategy for objections.	0.60	
10/20/23	OM	110	Research re: objection to formation of an independent committee of pensioners and correspond with J. Teele regarding same.	1.40	
10/20/23	OM	110	Draft objection to motion for independent pensioners committee.	1.40	

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				HOURS	AMOUNT
10/23/23	BM	110	Analysis regarding supplemental certification regarding pensioners' motion to appoint a committee.	0.30	
10/23/23	AHS	110	Review and analysis of motion for pension committee and draft response re: same.	0.60	
10/23/23	JT	110	Review supplemental certification regarding Pension Committee.	0.40	
10/23/23	JT	110	Review and revise Pension Committee objection.	2.60	
10/23/23	OM	110	Edit and update pensioner committee objection pursuant to supplemental statement filed the pensioner committee and send to J. Teele for review.	1.80	
10/23/23	OM	110	Review research pertaining to objection to pensioner committee and follow up research if courts have ever established such a committee.	0.60	
10/23/23	OM	110	Review comments and edits from J. Teele about objection to pensioner motion and update objection pursuant to same.	0.70	
10/23/23	OM	110	Finalize objection to pensioner motion and send to J. Teele for review.	2.70	
10/24/23	BM	110	Analysis regarding objection to pensioners' motion.	0.80	
10/24/23	JT	110	Further revise Pension Committee objection.	0.60	
10/24/23	OM	110	Review comments from A. Sherman and revise pensioner objection pursuant to comments.	0.70	

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				HOURS	AMOUNT
10/24/23	OM	110	Review and revise pensioner objection pursuant to comments from J. Teele and send to A. Sherman and B. Mankovetskiy for review.	0.50	
10/25/23	BM	110	Analysis regarding objection to pensioners' motion.	0.40	
10/25/23	AHS	110	Review and revise response to motion to appoint pension committee.	0.80	
10/25/23	OM	110	Review and send reminder to local counsel about filing the pensioner objection.	0.20	
10/25/23	OM	110	Update pensioner objections pursuant to comments from local counsel and circulate same to local counsel.	0.90	
10/25/23	OM	110	Circulate final draft and comments to local counsel re: pensioner objection.	0.20	
10/25/23	OM	110	Finalize additions and revisions of pensioner objection and send to A. Sherman and B. Mankovetskiy.	0.90	
10/27/23	BM	110	Analysis regarding reply to Committee's objection to pensioners' motion.	0.60	
10/27/23	AHS	110	Prepare outline and attend hearing on motion to appoint pension committee.	1.10	
10/27/23	GAK	110	Review pensioner reply brief in support of request for appointment of official committee.	0.20	
TASK TOTAL 110				<u>35.80</u>	<u>\$26,569.00</u>

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				HOURS	AMOUNT
114 – RELIEF FROM STAY PROCEEDINGS					
10/03/23	BM	114	Analysis regarding proposed order granting in part and continuing in part motion to enforce stay.	0.30	
10/03/23	BM	114	Analysis regarding proposed resolution of Schwarz stay relief motion.	0.70	
10/03/23	JT	114	E-mail to B. Mankovetskiy regarding Stay Relief Motion.	0.40	
10/03/23	JT	114	Review state court Complaint and insurance policies regarding Scott Stay Relief Motion.	0.90	
10/03/23	JT	114	Review Stay Relief Motion.	0.40	
10/05/23	BM	114	Analysis regarding Schwarz stay relief stipulation.	0.80	
10/05/23	JT	114	Further review insurance policies regarding Stay Relief Motion.	0.70	
10/05/23	JT	114	Draft e-mail summarizing issues regarding Stay Relief Motion.	0.50	
10/05/23	JT	114	Telephone conference with T. Novak regarding insurance coverage.	0.30	
TASK TOTAL 114				5.00	\$4,529.00
116 – TRAVEL					
10/03/23	AHS	116	Travel from EWR to Chicago for auction. (2.00)	1.00	
10/04/23	AHS	116	Travel from Chicago to EWR after auction (2.00)	1.00	
TASK TOTAL 116				2.00	\$2,150.00

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	HOURS	AMOUNT
TOTAL FEES at Standard Rates	250.00	\$213,308.00
Attorney Fees at Blended Rate of \$675	250.00	\$168,750.00
Paralegal Fees at Standard Rate	0.00	0.00
TOTAL FEES at Blended Rate	250.00	\$168,750.00

TASK CODE SUMMARY

102	Asset Disposition	122.10	\$112,244.50
104	Case Administration	32.30	\$26,928.50
105	Claims Administration and Objections	18.70	\$12,548.50
107	Fee/Employment Applications	8.20	\$4,975.00
109	Financing	25.90	\$23,363.50
110	Litigation (Other than Avoidance Action Litigation)	35.80	\$26,569.00
114	Relief from Stay Proceedings	5.00	\$4,529.00
116	Travel	2.00	\$2,150.00
	TOTAL FEES at Standard Rates	250.00	\$213,308.00
	Attorney Fees at Blended Rate of \$675	250.00	168,750.00
	Paralegal Fees at Standard Rate	0.00	0.00
	TOTAL FEES at Blended Rate	250.00	\$168,750.00

Andrew H. Sherman	39.90	x	\$1,075.00	=	\$42,892.50
Boris Mankovetskiy	105.00	x	\$925.00	=	\$97,125.00
Jason Teele	18.10	x	\$895.00	=	\$16,199.50
Matthew Holden	4.90	x	\$695.00	=	\$3,405.50
Michael Savetsky	23.40	x	\$835.00	=	\$19,539.00
Jeffrey Kramer	0.90	x	\$835.00	=	\$751.50
Gregory A. Kopacz	15.80	x	\$775.00	=	\$12,245.00
Jeffrey Wendler	10.00	x	\$595.00	=	\$5,950.00
Oleh Matviyishyn	32.00	x	\$475.00	=	\$15,200.00

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DISBURSEMENT DETAIL

09/08/23	291	Airfare (AHS – to/from Chicago for hearing regarding status, retention issues and bidding procedure)	\$784.90
09/12/23	382	Meals (AHS – Chicago)	\$18.03
09/13/23	382	Meals (AHS – Chicago)	\$30.48
09/13/23	293	Lodging (AHS – Chicago)	\$248.54
09/14/23	294	Taxi/Car Rental/Car Service (AHS – Chicago)	\$113.53
09/14/23	295	Parking (AHS – Chicago)	\$76.40
10/10/23	358	Pacer	\$3.00

TOTAL DISBURSEMENTS

\$1,274.88

INVOICE SUMMARY

Total Fees	\$168,750.00
Total Disbursements	\$1,274.88
TOTAL THIS INVOICE	<u>\$170,024.88*</u>

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$213,308.00**) and fees at *Blended Rate* of \$675 (**\$168,750.00**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross
A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

January 1, 2024
Client/Matter No. 08650147.000001
Invoice: 2051051
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through November 30, 2023

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
11/01/23	BM	101	Analysis of bondholders' asserted liens on Debtors' real property.	0.90	
11/01/23	JW	101	Review Iowa City Tax Assessor records.	0.80	
11/01/23	JW	101	Review Muscatine County Tax Assessor records.	0.60	
11/01/23	JW	101	Draft analysis as to the ownership of 9 parcels listed as owned by Mercy Hospital and whether subject to mortgage.	1.70	
11/02/23	BM	101	Analysis regarding scope of Preston Hollow's liens and potential diminution analysis.	1.30	
11/02/23	JT	101	Review documents for lien review.	1.80	
11/06/23	BM	101	Analysis regarding investigation of liens and potential causes of action against bondholder representatives.	1.20	

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				HOURS	AMOUNT
11/06/23	BM	101	Analysis regarding revised 9019 foundation settlement order.	0.40	
11/06/23	JT	101	Review pleadings for potential causes of action against Master Trustee.	0.90	
11/06/23	JT	101	Review Master Trust Indenture and collateral documents.	1.60	
11/06/23	JT	101	Research regarding claims against Master Trustee.	1.70	
11/06/23	JT	101	Review UCC regarding lien challenge.	0.80	
11/06/23	MS	101	Review Master Trustee's reservation of rights and separate response to Committee objection to final cash collateral order re: scope of security interests.	0.30	
11/06/23	MS	101	Review first day declaration re: potential estate claims.	1.10	
11/06/23	OM	101	Begin review of perfection of security interests by master trustee under UCC Article 9.	0.80	
11/06/23	OM	101	Follow up correspondence re: perfection of liens and security interests by master trustee.	0.20	
11/06/23	OM	101	Correspondence and strategy re: drafting of adversary complaint regarding perfected security interests with B. Mankovetskiy, M. Savetsky and J. Teele.	0.60	
11/06/23	OM	101	Review critical documents for adversary complaint.	0.20	
11/07/23	BM	101	Analysis regarding potential global settlement with Preston Hollow and plan structure.	1.20	
11/07/23	BM	101	Analysis regarding valuation of remaining assets and 506(c) surcharge issues.	1.40	

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				HOURS	AMOUNT
11/07/23	JT	101	Review Trust documents regarding claims against Master Trustee.	2.80	
11/07/23	OM	101	Continue analysis of perfection of liens.	0.90	
11/08/23	BM	101	Analysis regarding excluded real estate assets.	0.80	
11/08/23	OM	101	Analysis of perfection of liens by master trustee pursuant to new strategy and instruction from B. Mankovetskiy.	2.10	
11/08/23	OM	101	Correspondence and update of lien analysis to B. Mankovetskiy.	0.60	
11/08/23	OM	101	Analysis of perfection of liens by master trustee pursuant to UCC Article 9.	2.40	
11/09/23	BM	101	Analysis regarding investigation of potential lien challenges and causes of action against bondholder representatives.	1.10	
11/09/23	MS	101	Confer with O. Matviyishyn re: lien review research.	0.50	
11/09/23	OM	101	Analysis of perfection of liens by master trustee pursuant to new strategy.	4.30	
11/09/23	OM	101	Correspondence and inquiry from M. Savetsky re: lien analysis.	0.60	
11/10/23	BM	101	Analysis regarding investigation of potential lien challenges against bondholder representatives.	1.10	
11/10/23	BM	101	Analysis regarding potential 506(c) surcharges of bondholders' collateral.	0.70	
11/10/23	JT	101	Research regarding claims against secured Lender.	1.20	

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				HOURS	AMOUNT
11/10/23	JT	101	Review documents regarding lien challenge.	0.90	
11/10/23	JT	101	Telephone conference with J. Kramer regarding surcharge.	0.30	
11/10/23	JT	101	Review case law regarding 506(c), surcharge and subordination.	1.40	
11/12/23	BM	101	Analysis regarding remaining Foundation assets.	0.70	
11/14/23	BM	101	Analysis regarding remaining estate assets and indicative values.	0.70	
11/14/23	BM	101	Analysis regarding investigation of bondholders' liens and claims.	2.20	
11/14/23	OM	101	Continue and update Article 9 lien analysis pursuant to new strategy and instruction from B. Mankovetskiy.	2.30	
11/14/23	OM	101	Correspondence and strategy with B. Mankovetskiy re: lien analysis and tentative results.	0.50	
11/14/23	OM	101	Continue UCC Article 9 lien analysis.	2.80	
11/15/23	BM	101	Analysis regarding Debtors' interests in joint ventures.	1.60	
11/15/23	MS	101	Confer with O. Matviyishyn re: lien review research and loan documents.	1.20	
11/15/23	OM	101	Continue Article 9 lien analysis.	2.20	
11/15/23	OM	101	Correspondence re: results from lien analysis with M. Savetsky and discuss new strategy.	1.40	
11/15/23	OM	101	Research lien tracing under the Iowa UCC pursuant to instructions from M. Savetsky.	2.20	

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				HOURS	AMOUNT
11/16/23	BM	101	Analysis regarding investigation of potential causes of action against bondholder representatives.	1.40	
11/16/23	JT	101	Review additional documents regarding lien challenge and lender claims.	1.30	
11/16/23	JT	101	E-mail to M. Savetsky regarding lien challenge.	0.30	
11/16/23	JT	101	Office conference with A. Sherman regarding Lender claims.	0.40	
11/16/23	MS	101	Confer with O. Matviyishyn re: lien review research.	1.70	
11/16/23	MS	101	Conduct legal research and review legal research of O. Matviyishyn re: tracing issues.	2.10	
11/16/23	MS	101	Review Master Trust Indenture, UCC filings, and 2011 and 2018 trust indenture and loan documents re: scope of collateral.	2.80	
11/16/23	MS	101	Review Master Trustee's pleadings and first day declaration re: scope of collateral.	0.90	
11/16/23	OM	101	UCC Article 9 analysis.	2.60	
11/16/23	OM	101	Correspondence with M. Savetsky re: lien analysis and discuss strategy.	1.60	
11/16/23	OM	101	Research tracing of funds pursuant to Iowa UCC.	2.10	
11/17/23	BM	101	Analysis regarding valuation of remaining assets and potential waterfall scenarios.	1.10	
11/17/23	BM	101	Analysis regarding Foundation assets report.	0.60	

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				HOURS	AMOUNT
11/17/23	BM	101	Analysis regarding investigation of potential challenges to bondholders' liens and claims.	1.30	
11/17/23	MS	101	Conduct legal research re: perfection of security interest in LLC and JV interests.	2.60	
11/17/23	OM	101	Research and apply Iowa lien tracing case law and statutes to liens of master trustee.	4.20	
11/20/23	BM	101	Analysis regarding potential 506(c) surcharges of secured creditors' collateral.	0.90	
11/20/23	BM	101	Analysis regarding potential priority employee claims.	0.60	
11/20/23	BM	101	Analysis regarding potential treatment of restricted assets of the Foundation.	0.70	
11/20/23	BM	101	Analysis regarding investigation of potential causes of action against bondholder representatives.	1.30	
11/20/23	BM	101	Call with FTI regarding valuation issues and potential waterfall scenarios.	1.20	
11/20/23	JT	101	Research regarding direct claims against Lender.	1.70	
11/20/23	JT	101	Review state court documents.	1.40	
11/20/23	MS	101	Confer with B. Mankovetskiy and O. Matviyishyn re: lien challenge complaint.	0.40	
11/20/23	MS	101	Conduct legal research re: lien challenge and collateral proceeds issues.	5.50	
11/20/23	OM	101	Correspondence and instruction from B. Mankovetskiy and M. Savetsky re: lien analysis and draft of adversary complaint.	0.60	

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				HOURS	AMOUNT
11/20/23	OM	101	Strategy with M. Savetsky re: lien analysis and corresponding adversary complaint.	0.40	
11/20/23	OM	101	Research lien tracing through the intermediate balancing test.	1.40	
11/20/23	OM	101	Research treatment of LLCs as general intangibles under the UCC.	1.10	
11/20/23	OM	101	Analyze LLC operating documents for opt-in security provisions.	1.90	
11/20/23	OM	101	Research treatment of contract causes of action under the UCC.	0.70	
11/21/23	BM	101	Analysis regarding investigation of potential challenges against bondholder representatives.	1.70	
11/21/23	BM	101	Analysis regarding JV interests and controlling operating agreements.	1.40	
11/21/23	JT	101	Review cases regarding claims against Lender.	0.70	
11/21/23	MS	101	Conduct legal research re: lien challenge and collateral proceeds issues.	0.60	
11/21/23	MS	101	Review LLC operating agreements.	2.40	
11/21/23	MS	101	Confer with O. Matviyishyn re: review of LLC operating agreements.	0.20	
11/21/23	MS	101	Draft email to B. Mankovetskiy re: review of LLC operating agreements and additional diligence.	0.30	
11/21/23	OM	101	Finalize UCC Article 9 lien analysis.	2.90	

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				HOURS	AMOUNT
11/21/23	OM	101	Correspondence with M. Savetsky re: lien analysis and follow up research.	0.60	
11/21/23	OM	101	Follow up research re: treatment in interest of LLCs under Article 9.	0.30	
11/21/23	OM	101	Follow up correspondence with M. Savetsky re: LLC treatment under the UCC.	0.20	
11/22/23	BM	101	Call with Debtors' counsel regarding current matters.	0.90	
11/22/23	BM	101	Analysis regarding investigation of potential affirmative claims against bondholder representatives.	1.20	
11/22/23	BM	101	Analysis regarding informal discovery requests to bondholder representatives.	0.80	
11/22/23	AHS	101	Attend call with Debtors' professional about potential claims and causes of action.	1.10	
11/22/23	JT	101	Review documents produced by Debtors'.	1.70	
11/22/23	JT	101	E-mail to A. Sherman and M. Savetsky regarding document request.	0.30	
11/22/23	JT	101	Review and revise document request.	0.90	
11/22/23	JT	101	E-mail from M. Savetsky regarding subordination.	0.30	
11/22/23	JT	101	Review case law regarding subordination.	1.80	
11/22/23	JT	101	Research claims for Breach of NDA.	1.30	
11/22/23	JT	101	Review and analyze Lender NDA.	0.80	
11/22/23	JT	101	Telephone conference with Debtor's counsel regarding Lender claims.	0.50	

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				HOURS	AMOUNT
11/22/23	MS	101	E-mails with B. Mankovetskiy re: legal research re: potential affirmative causes of action against Preston Hollow.	0.10	
11/22/23	MS	101	E-mails with J. Teele re: revisions to informal document requests to Master Trustee and Preston Hollow.	0.20	
11/22/23	MS	101	Calls with A. Sherman and J. Teele re: informal document requests to Master Trustee and Preston Hollow.	0.20	
11/22/23	MS	101	Draft and revise informal document requests to Master Trustee and Preston Hollow.	1.90	
11/22/23	MS	101	Conduct legal research re: potential affirmative causes of action against Preston Hollow.	0.80	
11/22/23	MS	101	Call with B. Mankovetskiy, J. Teele, and A. Sherman re: Committee investigation of potential litigation claims.	0.40	
11/22/23	MS	101	Call with B. Mankovetskiy, J. Teele, A. Sherman, D. Simon, K. Stanger, M. McGuire and N. Bull re: Committee investigation of potential litigation claims.	0.90	
11/23/23	MS	101	Review and revise informal document requests to Master Trustee and Preston Hollow.	0.20	
11/23/23	MS	101	E-mails with A. Sherman and J. Teele re: revisions to informal document requests to Master Trustee and Preston Hollow.	0.10	
11/23/23	MS	101	E-mails with B. Mankovetskiy re: legal research re: potential affirmative causes of action against Preston Hollow.	0.10	

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				HOURS	AMOUNT
11/27/23	BM	101	Call with Debtors' and Bondholders' professionals regarding Getzler analysis of Foundation funds.	0.50	
11/27/23	BM	101	Analysis regarding draft challenge complaint against bondholder representatives.	1.20	
11/27/23	BM	101	Analysis regarding informal discovery requests to bondholder representatives.	0.70	
11/27/23	BM	101	Analysis of Debtors' materials produced in response to Committee's informal requests for production of documents in connection with investigation of potential claims against bondholder representatives.	1.60	
11/27/23	JT	101	Review and revise updated document request.	0.50	
11/27/23	JT	101	Continue review of documents produced by Debtors' regarding Lender claims.	1.40	
11/27/23	MS	101	Draft lien challenge complaint.	4.70	
11/28/23	BM	101	Analysis regarding FTI's preliminary analysis of Debtors' remaining assets and indicative valuations.	0.70	
11/28/23	BM	101	Analysis regarding potential 506(c) and 552(b) claims against bondholder representatives.	1.10	
11/28/23	JT	101	Telephone conference with Lender's counsel regarding document request.	0.50	
11/28/23	JT	101	Review revised document request.	0.40	
11/28/23	MS	101	Draft challenge complaint.	3.80	

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				HOURS	AMOUNT
11/28/23	MS	101	Call with M. Preusker and K. Walsh re: informal document requests to Master Trustee and Preston Hollow.	0.60	
11/28/23	MS	101	Confer with J. Teele and B. Mankovetskiy re: investigation of potential claims against Master Trustee and Preston Hollow.	0.40	
11/28/23	MS	101	Review and revise informal document requests to Master Trustee and Preston Hollow.	0.50	
11/28/23	MS	101	Confer with B. Mankovetskiy re: revised informal document requests to Master Trustee and Preston Hollow.	0.10	
11/28/23	MS	101	Confer with B. Mankovetskiy re: potential claims against Master Trustee and Preston Hollow.	0.10	
11/28/23	MS	101	Review documents provided by McDermott re: investigation of potential claims against Master Trustee and Preston Hollow.	1.10	
11/29/23	BM	101	Analysis regarding 506(c) surcharges of bondholders' collateral.	0.70	
11/29/23	BM	101	Analysis regarding lien challenge complaint against bondholder representatives.	0.90	
11/29/23	BM	101	Analysis regarding investigation of potential affirmative claims against bondholder representatives.	1.40	
11/29/23	MS	101	Review and revise challenge complaint.	0.60	
11/29/23	MS	101	E-mails with B. Mankovetskiy re: challenge complaint.	0.20	

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				HOURS	AMOUNT
11/29/23	MS	101	Review and analysis of prepetition correspondence, NDA with Preston Hollow, pleadings in receivership action, notice of default and notice of acceleration, indentures, other documents, and news articles re: investigation of potential claims against Master Trustee and Preston Hollow.	6.30	
11/29/23	OM	101	Research 544(a) strong arm provisions as they relate to control of deposit accounts.	0.90	
11/29/23	OM	101	Research standing to assert 552(b) claim and circulate summary to B. Mankovetskiy.	1.70	
11/30/23	BM	101	Analysis regarding investigation of potential affirmative claims against bondholder representatives.	1.20	
11/30/23	JT	101	Review case law regarding damages for breach of NDA and subordination.	1.20	
11/30/23	JT	101	Office conference with M. Savetsky regarding NDA and claims against Lender.	0.50	
11/30/23	MS	101	Further review master trust indenture and NDA.	0.30	
11/30/23	MS	101	E-mails with B. Mankovetskiy re: terms of master trust indenture and NDA.	0.20	
11/30/23	OM	101	Research re: 506(c) surcharge and its application to oversecured creditors and circulate summary to B. Mankovetskiy.	1.60	

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				HOURS	AMOUNT
11/30/23	OM	101	Correspondence and instruction from B. Mankovetskiy re: oversecured collateral and 506(c) surcharge.	0.20	
11/30/23	OM	101	Research re: 544(a) strong arm powers as they relate to control of deposit accounts.	1.80	
TASK TOTAL 101				173.20	\$128,787.00

102 – ASSET DISPOSITION

11/01/23	BM	102	Analysis regarding transfers of funds from Foundation to Debtors.	0.60	
11/01/23	BM	102	Analysis regarding resumption of auction.	0.80	
11/02/23	BM	102	Analysis regarding proposed sale of Debtors' assets to the University.	1.30	
11/02/23	BM	102	Analysis regarding proposed form of sale order and related documents.	2.10	
11/03/23	BM	102	Analysis regarding proposed revised form of sale order.	0.90	
11/03/23	GAK	102	Review notifications regarding Monday's sale hearing.	0.10	
11/03/23	GAK	102	Review Bondholder Representatives sale response.	0.10	
11/03/23	GAK	102	Review Kronos sale/assignment objection.	0.10	
11/06/23	BM	102	Analysis regarding proposed revised sale order and ancillary documents.	2.20	
11/06/23	AHS	102	Prepare for and attend hearing regarding sale motion, foundation settlement and interim cash collateral order.	1.70	

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				HOURS	AMOUNT
11/08/23	BM	102	Analysis regarding sale closing issues.	1.10	
11/08/23	BM	102	Analysis regarding amended University APA.	0.90	
11/09/23	BM	102	Analysis regarding amended University APA and accounts receivable treatment.	0.80	
11/10/23	BM	102	Analysis regarding sale closing issues.	0.70	
11/10/23	BM	102	Analysis regarding PH's position with respect to University's funding obligations during pre-closing period and response to same.	0.90	
11/10/23	GAK	102	Review Sale Order.	0.30	
11/17/23	BM	102	Analysis regarding marketing and sale of remaining assets.	0.70	
11/17/23	GAK	102	Review motion to reconsider sale order and compel performance	0.10	
11/20/23	BM	102	Analysis regarding sale closing issues.	0.80	
TASK TOTAL 102				<u>16.20</u>	<u>\$15,135.00</u>

103 – BUSINESS OPERATIONS

11/11/23	BM	103	Call with FTI regarding cash flow projections and A/R issues.	0.40	
TASK TOTAL 103				<u>0.40</u>	<u>\$370.00</u>

104 – CASE ADMINISTRATION

11/01/23	BM	104	Prepare an update for Committee.	0.40	
11/01/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.40	

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				HOURS	AMOUNT
11/02/23	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
11/03/23	BM	104	Attend Committee meeting.	0.50	
11/03/23	GAK	104	Review order appointing pensioner committee.	0.10	
11/07/23	AHS	104	Email to Committee with status update.	0.30	
11/07/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.40	
11/08/23	BM	104	Respond to creditors' inquiries regarding case status.	0.60	
11/09/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.50	
11/13/23	BM	104	Call with Preston Hollow's counsel regarding pending matters.	0.50	
11/15/23	BM	104	Calls with Debtors and Bond Trustee's counsel.	0.60	
11/17/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.10	
11/20/23	BM	104	Prepare an update for Committee.	0.60	
11/20/23	GAK	104	Draft email to Epiq regarding Committee website.	0.10	
11/20/23	OM	104	Review and analyze docket and second interim cash collateral order for critical dates and provisions and circulate critical dates and provisions re: same.	0.40	
11/21/23	GAK	104	Communications with Epiq regarding establishment of Committee website.	0.10	

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				HOURS	AMOUNT
11/22/23	GAK	104	Review mock up of proposed Committee website and FAQ and analysis of proposed information to be included.	0.90	
11/22/23	GAK	104	Draft email to Epiq regarding Committee website issues.	0.20	
11/27/23	GAK	104	Emails with Epiq regarding Committee website and review proposed revisions.	0.30	
11/28/23	BM	104	Attend Committee meeting.	1.00	
11/28/23	AHS	104	Attend Committee meeting.	1.00	
11/28/23	AHS	104	Review of FTI presentation and prepare for meeting.	0.40	
11/29/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.80	
11/29/23	OM	104	Review docket, update critical dates calendar and circulate same to team with reminders.	0.20	
TASK TOTAL 104				<u>10.70</u>	<u>\$9,197.50</u>

105 – CLAIMS ADMINISTRATION AND OBJECTIONS

11/13/23	BM	105	Analysis regarding potential treatment of pension claims.	0.90	
11/28/23	BM	105	Call with bondholder representatives' counsel regarding Committee's informal discovery.	0.80	
11/29/23	BM	105	Call with bondholder representatives' counsel regarding discovery issues.	0.50	
11/30/23	BM	105	Analysis regarding potential global settlement with bondholders.	0.80	

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				HOURS	AMOUNT
11/30/23	BM	105	Analysis regarding draft complaint asserting challenges of bondholders' claims.	1.30	
TASK TOTAL 105				4.30	\$3,977.50

107 – FEE/EMPLOYMENT APPLICATIONS

11/01/23	GAK	107	Review local rules and UST guidelines in connection with fee applications.	0.30	
11/01/23	OM	107	Finalize September fee application and circulate to G. Kopacz for review.	1.60	
11/01/23	OM	107	Finalize August fee application and send to G. Kopacz for review.	1.10	
11/02/23	GAK	107	Review, revise and finalize September fee application for review by A. Sherman.	2.70	
11/02/23	GAK	107	Review, revise and finalize August fee application for review by A. Sherman.	1.60	
11/07/23	AHS	107	Review of August/September fee statements for Committee review and consideration.	0.30	
11/07/23	GAK	107	Email to A. Sherman regarding fee applications.	0.20	
11/07/23	GAK	107	Review FTI fee application and related email.	0.10	
11/08/23	GAK	107	Email local counsel regarding fee applications.	0.20	
11/09/23	GAK	107	Emails with local counsel/FTI regarding FTI fee application.	0.20	
11/27/23	GAK	107	Review FTI's October fee statement.	0.20	

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				HOURS	AMOUNT
11/29/23	GAK	107	Work on October fee statement.	1.30	
TASK TOTAL 107				<u>9.80</u>	<u>\$6,740.00</u>
108 – FEE/EMPLOYMENT OBJECTIONS					
11/10/23	GAK	108	Review UST objection to MWE fee application.	0.20	
11/17/23	GAK	108	Review and evaluate H2C fee application.	0.10	
TASK TOTAL 108				<u>0.30</u>	<u>\$232.50</u>
109 – FINANCING					
11/01/23	BM	109	Call with Preston Hollow's counsel regarding cash collateral issues.	1.10	
11/01/23	BM	109	Analysis regarding adequate protection of bondholders' collateral.	1.20	
11/01/23	BM	109	Analysis regarding draft proposed cash collateral order.	1.10	
11/01/23	BM	109	Analysis regarding objection to proposed final cash collateral order.	1.40	
11/01/23	AHS	109	Call and email to Committee re: cash collateral issues.	0.30	
11/01/23	AHS	109	Calls with Debtors and FTI re: cash collateral issues.	0.40	
11/01/23	AHS	109	Call with counsel for PH re: cash collateral issues and proposed form of CC order.	1.00	
11/01/23	AHS	109	Review and revise cash collateral objection.	1.60	
11/01/23	MS	109	E-mails with B. Mankovetskiy and A. Sherman re: objection to final cash collateral order.	0.20	

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				HOURS	AMOUNT
11/01/23	MS	109	Calls with B. Mankovetskiy re: objection to final cash collateral order.	0.20	
11/01/23	MS	109	Conduct legal research re: 8th Circuit law for objection to final cash collateral order.	1.90	
11/01/23	MS	109	Review and revise objection to final cash collateral order.	6.80	
11/02/23	BM	109	Analysis and revisions of declaration in support of Committee's objection to final cash collateral order.	0.70	
11/02/23	BM	109	Analysis regarding witness and exhibit list for cash collateral hearing.	0.30	
11/02/23	BM	109	Analysis and revisions of draft objection to proposed final cash collateral order.	1.90	
11/02/23	BM	109	Analysis and revisions of proposed final cash collateral order.	0.90	
11/02/23	BM	109	Analysis regarding proposed budget and cash flow projections.	0.70	
11/02/23	AHS	109	Have declaration drafted to rebut assertions in reservation of rights.	0.80	
11/02/23	AHS	109	Calls with FTI team re: PH reservation of rights.	0.40	
11/02/23	AHS	109	Further review and revisions to response to the use of cash collateral and address issues raised by other parties.	2.20	
11/02/23	MS	109	Review and revise draft final cash collateral order for exhibit to objection.	1.70	
11/02/23	MS	109	E-mails with N. Ganti re: declaration in support of Committee objection to final cash collateral order.	0.10	

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				HOURS	AMOUNT
11/02/23	MS	109	Draft declaration in support of Committee objection to final cash collateral order.	1.50	
11/02/23	MS	109	Review accounts receivable reporting.	0.10	
11/02/23	MS	109	Call with A. Sherman re: Master Trustee's reservation or rights re: final cash collateral order.	0.10	
11/02/23	MS	109	Review Master Trustee's reservation or rights re: final cash collateral order.	0.20	
11/02/23	MS	109	E-mails with B. Mankovetskiy and A. Sherman re: revisions to objection to final cash collateral order.	0.20	
11/02/23	MS	109	Confer with B. Mankovetskiy and A. Sherman re: revisions to objection to final cash collateral order.	0.40	
11/02/23	MS	109	Review and revise objection to final cash collateral order.	4.20	
11/03/23	BM	109	Call with the Debtors and Liquidation Trustee's counsel regarding cash collateral.	0.90	
11/03/23	BM	109	Analysis and preparation for Ganti deposition.	1.20	
11/03/23	BM	109	Analysis regarding revised cash flow projections.	0.70	
11/03/23	BM	109	Analysis and revisions of proposed final cash collateral order.	1.10	
11/03/23	BM	109	Analysis and revisions of objection to proposed final cash collateral order and supporting declaration.	1.90	
11/03/23	AHS	109	Calls with counsel for PH and Debtors re: cash collateral issues and discovery requested.	0.80	

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				HOURS	AMOUNT
11/03/23	AHS	109	Calls with FTI re: requested deposition of N. Ganti.	0.40	
11/03/23	AHS	109	Call with committee re: sale and cash collateral issues.	0.50	
11/03/23	AHS	109	Final review of cash collateral objection, declaration and have filed.	0.40	
11/03/23	GAK	109	Review Bondholder representative's cash collateral response.	0.10	
11/03/23	MS	109	Emails with N. Ganti and C. Zucker re: declaration in support of objection to final cash collateral order.	0.20	
11/03/23	MS	109	Emails with B. Gainer re: objection to final cash collateral order.	0.20	
11/03/23	MS	109	Calls with B. Mankovetskiy re: revisions to final cash collateral order and N. Ganti declaration.	0.50	
11/03/23	MS	109	Review and finalize committee proposed final cash collateral order.	0.30	
11/03/23	MS	109	Review and revise N. Ganti declaration in support of objection to final cash collateral order.	0.50	
11/03/23	MS	109	Further revise and finalize objection to final cash collateral order for filing.	0.90	
11/04/23	BM	109	Analysis regarding potential settlement of Committee's objections to final cash collateral order.	0.90	
11/04/23	BM	109	Attend Ganti deposition.	1.30	
11/04/23	AHS	109	Calls with FTI in advance of and after deposition.	0.60	
11/04/23	AHS	109	Attend deposition of N. Ganti.	0.80	

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				HOURS	AMOUNT
11/05/23	BM	109	Analysis and revisions of proposed second interim cash collateral order.	1.20	
11/05/23	BM	109	Analysis regarding potential settlement of Committee's objection to final cash collateral order.	1.10	
11/05/23	BM	109	Call with Debtors' professionals regarding cash collateral issues.	0.70	
11/05/23	BM	109	Analysis regarding proposed revised cash collateral budget.	0.60	
11/05/23	BM	109	Analysis regarding Preston Hollow's motion in limine.	0.60	
11/05/23	BM	109	Analysis regarding Preston Hollow's reply to Committee's objection to cash collateral order.	0.80	
11/05/23	BM	109	Analysis regarding revised second interim cash collateral order.	0.70	
11/05/23	AHS	109	Negotiation of interim cash collateral order with parties and review of drafts of proposed interim cash collateral order.	1.40	
11/05/23	MS	109	Review draft second interim cash collateral order.	0.30	
11/05/23	MS	109	E-mails with B. Mankovetskiy re: draft second interim cash collateral order.	0.10	
11/05/23	MS	109	Review Master Trustee's response to Committee objection to final cash collateral order and supporting declaration.	0.70	
11/05/23	MS	109	Review Master Trustee's motion in limine to exclude N. Ganti's declaration/testimony.	0.50	

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				HOURS	AMOUNT
11/06/23	BM	109	Analysis regarding proposed revised second interim cash collateral order.	0.80	
11/06/23	BM	109	Analysis regarding proposed resolution of Committee's objection to cash collateral order.	1.30	
11/06/23	GAK	109	Review Bondholder motion in limine to exclude committee testimony regarding cash collateral.	0.20	
11/06/23	GAK	109	Review Bondholder response regarding cash collateral.	0.30	
11/08/23	JT	109	Review collateral documents and operating reports.	0.80	
11/22/23	AHS	109	Review and revise draft document demands for PH.	0.40	
11/27/23	AHS	109	Diligence regarding potential claims against PH.	1.30	
11/27/23	AHS	109	Review and revise document requests to PH and send out to parties.	0.40	
11/28/23	AHS	109	Diligence regarding potential claims and causes of action.	0.70	
11/28/23	AHS	109	Meet and confer call with counsel for PH re: document request.	0.60	
TASK TOTAL 109				63.30	\$58,726.50

113 – PLAN AND DISCLOSURE STATEMENT

11/10/23	BM	113	Analysis regarding plan of liquidation.	0.80	
11/14/23	BM	113	Correspondence with Debtors' counsel regarding plan issues.	0.40	
11/14/23	BM	113	Analysis regarding plan structure and recovery analysis.	0.90	

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				HOURS	AMOUNT
11/17/23	BM	113	Analysis regarding proposed plan term sheet.	1.10	
11/17/23	AHS	113	Emails with Committee chair re: current status and initial review of term sheet as circulated.	0.40	
11/20/23	BM	113	Analysis regarding potential plan framework and global settlement with Preston Hollow.	1.20	
11/20/23	AHS	113	Initial review of plan term sheet and email to Committee re: term sheet, plan issues and next steps.	0.70	
11/20/23	AHS	113	Calls with Committee members re: plan and term sheet issues.	0.60	
11/29/23	BM	113	Call with FTI regarding plan term sheet.	0.40	
11/29/23	BM	113	Call with Preston Hollow's counsel regarding proposed plan term sheet.	0.60	
11/29/23	BM	113	Analysis regarding proposed revised draft plan term sheet.	1.20	
11/29/23	AHS	113	Call with R. Gainer re: plan and plan term sheet issues.	0.40	
11/29/23	AHS	113	Call with counsel for Debtors' re: plan and plan term sheet issues.	0.90	
11/29/23	AHS	113	Call with FTI re: plan and plan term sheet issues.	0.60	
11/29/23	AHS	113	Call with counsel for PH re: plan and plan term sheet issues.	0.70	
11/30/23	BM	113	Analysis regarding revisions of proposed plan term sheet.	0.70	
TASK TOTAL 113				<u>11.60</u>	<u>\$11,375.00</u>

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				HOURS	AMOUNT
116 – TRAVEL (billed at 50%)					
11/05/23	AHS	116	Travel from EWR to Cedar Rapids for hearing. (4.00)	2.00	
11/06/23	AHS	116	Travel from Cedar Rapids to EWR after hearing. (4.00)	2.00	
TASK TOTAL 116				4.00	\$4,300.00
TOTAL FEES at Standard Rates				293.80	\$238,841.00
Attorney Fees at Blended Rate of \$675				293.80	\$198,315.00
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				293.80	\$198,315.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	173.20	\$128,787.00
102	Asset Disposition	16.20	\$15,135.00
103	Business Operations	0.40	\$370.00
104	Case Administration	10.70	\$9,197.50
105	Claims Administration and Objections	4.30	\$3,977.50
107	Fee/Employment Applications	9.80	\$6,740.00
108	Fee/Employment Objections	0.30	\$232.50
109	Financing	63.30	\$58,726.50
113	Plan and Disclosure Statement	11.60	\$11,375.00
116	Travel	4.00	\$4,300.00
TOTAL FEES at Standard Rates		293.80	\$238,841.00
Attorney Fees at Blended Rate of \$675		293.80	\$198,315.00
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		293.80	\$198,315.00

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Andrew H. Sherman	28.10	x	\$1,075.00	=	\$30,207.50
Boris Mankovetskiy	97.20	x	\$925.00	=	\$89,910.00
Jason Teele	32.10	x	\$895.00	=	\$28,729.50
Michael Savetsky	68.20	x	\$835.00	=	\$56,947.00
Gregory A. Kopacz	10.10	x	\$775.00	=	\$7,827.50
Jeffrey Wendler	3.10	x	\$595.00	=	\$1,844.50
Oleh Matviyishyn	55.00	x	\$425.00	=	\$23,375.00

DISBURSEMENT DETAIL

11/20/23	222	Court Reporter Transcript Fees – Everest Court Reporting, LLC, Inv. #37300 (Deposition Transcript of Narendra Ganti 11/4/23)	\$562.05
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TOTAL DISBURSEMENTS

\$562.05

INVOICE SUMMARY

Total Fees	\$198,315.00
Total Disbursements	\$562.05
TOTAL THIS INVOICE	\$198,877.05

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$238,841.00**) and fees at *Blended Rate* of \$675 (**\$198,315.00**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

January 31, 2024
Client/Matter No. 08650147.000001
Invoice: 2053062
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through December 31, 2023

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
12/01/23	BM	101	Analysis regarding lien investigation.	1.30	
12/01/23	BM	101	Analysis regarding investigation of potential claims against bondholder representatives.	1.70	
12/01/23	JT	101	E-mail to M. Savetsky regarding Lender Complaint.	0.30	
12/04/23	BM	101	Analysis regarding draft complaint against bondholder representatives.	1.10	
12/04/23	JT	101	E-mail to K. Walsh regarding Preston Hollow Discovery.	0.20	
12/04/23	MS	101	Draft challenge complaint against Master Trustee and Preston Hollow.	4.10	
12/05/23	BM	101	Analysis and revisions of draft complaint against bondholder representatives.	2.40	
12/05/23	JT	101	Review/revise draft complaint vs lenders.	1.30	

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				HOURS	AMOUNT
12/05/23	MS	101	E-mails with J. Teele and A. Sherman re: challenge complaint against Master Trustee and Preston Hollow.	0.10	
12/05/23	MS	101	Draft challenge complaint against Master Trustee and Preston Hollow.	3.80	
12/06/23	BM	101	Analysis regarding informal discovery to bondholder representatives.	0.80	
12/06/23	BM	101	Analysis regarding investigation of potential affirmative claims against bondholder representatives.	1.10	
12/06/23	JT	101	Review bondholder production.	0.80	
12/06/23	MS	101	Revise draft challenge complaint against Master Trustee and Preston Hollow.	0.10	
12/06/23	MS	101	Review documents produced by Preston Hollow re: Committee's informal document requests.	0.80	
12/07/23	BM	101	Analysis regarding investigation of causes of action against Preston Hollow.	1.80	
12/07/23	MS	101	Review documents produced by Preston Hollow re: Committee's informal document requests.	4.10	
12/07/23	OM	101	Review documents produced by Preston Hollow for violations of NDA.	3.70	
12/08/23	BM	101	Analysis regarding Preston Hollow's productions in response to Committee's informal discovery.	0.90	
12/08/23	BM	101	Analysis regarding complaint against bondholder representatives.	1.30	

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				HOURS	AMOUNT
12/08/23	JT	101	Continue review of debtors' document production.	4.80	
12/08/23	OM	101	Draft document review summary and circulate to J. Teele.	0.20	
12/08/23	OM	101	Finalize reviewing documents provided by Preston Hollow re: violation of NDA.	4.10	
12/10/23	MS	101	Review documents produced by Preston Hollow re: Committee's informal document requests.	0.70	
12/11/23	BM	101	Analysis regarding potential global settlement with bondholders and plan term sheet.	1.20	
12/11/23	BM	101	Analysis regarding discovery standstill with Preston Hollow and extension of challenge deadlines.	0.70	
12/11/23	JT	101	Continued review of bondholder document production.	3.60	
12/11/23	JT	101	Analyze potential claims against bondholders.	1.30	
12/11/23	MS	101	Review documents produced by Preston Hollow re: Committee's informal document requests.	3.50	
12/11/23	MS	101	E-mails with J. Teele re: documents produced by Preston Hollow re: Committee's informal document requests.	0.20	
12/11/23	MS	101	Review e-mails from A. Sherman and K. Walsh re: standstill on discovery and agreement re: challenge deadline and cash collateral hearing.	0.20	

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				HOURS	AMOUNT
12/11/23	OM	101	Correspondence with B. Mankovetskiy re: disposition of membership interest in debtor's joint-ventures.	0.10	
12/11/23	OM	101	Analysis of debtor's joint-ventures' operating documents for disposition of membership interests and circulate results to B. Mankovetskiy.	2.30	
12/12/23	BM	101	Analysis regarding Debtors' IASC membership interests.	1.40	
12/12/23	JT	101	Continued review of Preston Hollow document production.	3.10	
12/12/23	MS	101	E-mails with O. Matviyishyn re: agreement re: challenge deadline and cash collateral hearing.	0.10	
12/12/23	MS	101	Confer with O. Matviyishyn re: research on proceeds of collateral in deposit account.	0.20	
12/12/23	MS	101	Review legal research re: proceeds of collateral in deposit account.	0.20	
12/12/23	OM	101	Correspondence and update from M. Savetsky re: 544(a) strong arm power research in relation to liens on deposit accounts.	0.30	
12/13/23	JT	101	Continue review of document and production.	2.20	
12/13/23	JT	101	Review and revise document request.	0.80	
12/13/23	MS	101	Draft list of deficiencies in document production by Preston Hollow re: Committee's informal document requests.	0.50	

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				HOURS	AMOUNT
12/14/23	OM	101	Review and make additions to follow up document production request from Preston Hollow and correspondence re: same.	0.70	
12/14/23	OM	101	Research 544(a) strong arm power and its interplay with control of deposit accounts.	1.10	
12/15/23	OM	101	Continue research on 544(a) strong arm power and trumping liens on proceeds of collateral.	0.80	
12/18/23	BM	101	Analysis regarding deficiencies in Preston Hollow's discovery productions.	0.70	
12/18/23	MS	101	Revise list of deficiencies in document production by Preston Hollow re: Committee's informal document requests.	0.10	
12/18/23	OM	101	Continue 544(a) strong arm power and its effect on proceeds of collateral.	0.40	
12/21/23	JT	101	Review internal memo regarding discovery.	0.40	
12/29/23	OM	101	Continue research on 544(a) strong arm power as it relates to proceeds of collateral.	2.20	
12/30/23	OM	101	Finalize research on 544(a) strong arm power and how it relates to proceeds of collateral.	3.10	
TASK TOTAL 101				<u>72.90</u>	<u>\$55,685.50</u>

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				HOURS	AMOUNT
102 – ASSET DISPOSITION					
12/12/23	BM	102	Analysis regarding investment banker fees for disposition of remaining assets.	0.60	
12/12/23	BM	102	Analysis regarding disposition of Debtors' interests in various affiliates.	1.70	
12/13/23	BM	102	Call with Debtors' professionals regarding disposition of remaining assets.	0.40	
12/13/23	BM	102	Call with Preston Hollow's and Debtors' counsel regarding investment banker fees for remaining assets.	0.30	
12/13/23	AHS	102	Address issues re: H2C requested compensation and call with Debtors' counsel and counsel for PH re: H2C and sale of assets.	0.60	
12/15/23	BM	102	Analysis regarding sale closing issues.	1.10	
12/15/23	BM	102	Analysis regarding correspondence between the Debtors and Altera regarding contract and transition issues.	0.90	
12/18/23	MS	102	Review EverBank's motion to reconsideration of sale order.	0.20	
12/18/23	MS	102	Review proposed order resolving EverBank's motion to reconsideration of sale order.	0.20	
12/18/23	MS	102	E-mails with A. Sherman re: proposed order resolving EverBank's motion to reconsideration of sale order.	0.10	

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				HOURS	AMOUNT
12/22/23	GAK	102	Review motion to compel assumption/rejection.	0.10	
TASK TOTAL 102				6.20	\$5,765.00

104 – CASE ADMINISTRATION

12/04/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.40
12/04/23	GAK	104	Review notification regarding upcoming hearing.	0.10
12/05/23	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.10
12/06/23	BM	104	Call with Committee chair regarding pending matters.	0.60
12/06/23	BM	104	Prepare Committee update.	0.50
12/07/23	JT	104	Review Preston Hollow document production.	6.20
12/08/23	BM	104	Attend Committee meeting.	0.80
12/08/23	GAK	104	Review notification regarding hearing on sale and exclusivity motion.	0.10
12/11/23	BM	104	Call with Debtors' counsel regarding pending matters.	0.40
12/11/23	BM	104	Prepare an update for Committee.	0.40
12/11/23	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30
12/12/23	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.10
12/18/23	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20

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				HOURS	AMOUNT
12/19/23	GAK	104	Review notification regarding Friday hearing on cash collateral, plan exclusivity, cash management and sale objections.	0.10	
12/28/23	GAK	104	Review Debtor's amended schedules.	0.10	
12/28/23	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
TASK TOTAL 104				<u>10.70</u>	<u>\$9,151.50</u>
105 – CLAIMS ADMINISTRATION AND OBJECTIONS					
12/06/23	BM	105	Analysis regarding Humana stipulation.	0.30	
12/08/23	BM	105	Analysis regarding potential recovery scenarios.	1.10	
12/22/23	BM	105	Analysis of Debtors' correspondence with Altera regarding claims and counterclaims.	1.10	
12/29/23	BM	105	Analysis regarding motion for authority to settle employee bonus repayment issues.	0.40	
TASK TOTAL 105				<u>2.90</u>	<u>\$2,682.50</u>
107 – FEE/EMPLOYMENT APPLICATIONS					
12/11/23	GAK	107	Call with FTI regarding October fee statement.	0.10	
12/11/23	GAK	107	Prepare October fee statement.	3.20	
12/11/23	GAK	107	Emails with A. Sherman regarding October fee statement.	0.20	
12/11/23	GAK	107	Communications with local counsel and FTI regarding fee statement.	0.20	

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				HOURS	AMOUNT
12/14/23	GAK	107	Emails with FTI regarding fee statements.	0.10	
12/14/23	GAK	107	Work on November fee statement.	0.60	
12/14/23	OM	107	Begin drafting November fee statement.	0.80	
12/14/23	OM	107	Correspondence with G. Kopacz re: preparation of November fee statement and review preliminary bill.	0.40	
12/15/23	GAK	107	Email from O. Matviyishn regarding fee application.	0.20	
12/15/23	OM	107	Finalize draft of November fee statement and circulate to G. Kopacz for review.	5.80	
12/18/23	GAK	107	Work on November fee statement.	0.40	
12/18/23	OM	107	Correspondence with G. Kopacz re: monthly fee statements.	0.20	
12/20/23	GAK	107	Research for first interim fee application and communications with B. Mankovetskiy and O. Matviyishyn regarding same.	0.30	
12/20/23	GAK	107	Review, revise and update draft November fee statement.	2.80	
12/21/23	GAK	107	Review and comment on FTI November fee statement and email FTI regarding same.	0.40	
12/21/23	GAK	107	Finalize November fee statement for review by A. Sherman.	0.50	
12/27/23	OM	107	Correspondence with G. Kopacz re: drafting first interim fee application.	0.10	
12/27/23	OM	107	Begin draft of first interim fee application.	5.40	

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				HOURS	AMOUNT
12/28/23	GAK	107	Work on interim fee application and communications with O. Matviyishyn regarding same.	0.50	
12/28/23	OM	107	Continue drafting first interim fee application.	3.60	
12/28/23	OM	107	Finalize first interim fee application and circulate to G. Kopacz for review.	0.90	
12/29/23	GAK	107	Work on interim fee application.	0.30	
TASK TOTAL 107				<u>27.00</u>	<u>\$14,905.00</u>

108 – FEE/EMPLOYMENT OBJECTIONS

12/04/23	GAK	108	Review Debtors' professionals' October fee statements.	0.10	
12/15/23	GAK	108	Review UST Fee objection.	0.10	
12/19/23	GAK	108	Review Debtors' professionals' fee applications.	0.20	
12/28/23	GAK	108	Review UST objections to MWE and FTI fee applications.	0.20	
TASK TOTAL 108				<u>0.60</u>	<u>\$465.00</u>

109 – FINANCING

12/02/23	AHS	109	Follow up on counsel for PH call with next steps to address challenge deadline.	0.40	
12/02/23	AHS	109	Calls and emails with counsel for PH re: challenge deadline and term sheet.	0.40	
12/05/23	BM	109	Analysis regarding witness and exhibit list for continued cash collateral hearing.	0.40	

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				HOURS	AMOUNT
12/05/23	AHS	109	Review and revise exhibit and witness list in advance of upcoming hearing and email to R. Gainer re: same.	0.40	
12/06/23	AHS	109	Initial review of PH document production.	0.30	
12/08/23	AHS	109	Address and review discovery re: potential claims against PH.	0.60	
12/10/23	AHS	109	Call with counsel for PH re: challenge issues and upcoming hearing.	0.30	
12/11/23	AHS	109	Emails with Committee and members re: challenge deadline and continuance of hearing regarding cash collateral.	0.30	
12/11/23	AHS	109	Emails and calls with counsel for PH re: challenge deadline and continuance of hearing.	0.40	
12/12/23	BM	109	Analysis regarding cash collateral extension stipulation.	0.30	
12/18/23	MS	109	Review proposed order adjourning cash collateral hearing.	0.10	
TASK TOTAL 109				<u>3.90</u>	<u>\$4,063.50</u>
110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)					
12/12/23	JT	110	Review and revise amended complaint re: Preston Hollow.	0.70	
TASK TOTAL 110				<u>0.70</u>	<u>\$626.50</u>
113 – PLAN AND DISCLOSURE STATEMENT					
12/04/23	BM	113	Analysis regarding potential consensual plan of liquidation and global settlement with bondholder representatives.	1.60	

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				HOURS	AMOUNT
12/04/23	BM	113	Call with FTI regarding plan term sheet.	0.50	
12/04/23	AHS	113	Call with counsel for Mercy re: plan term sheet and cash collateral issues.	0.40	
12/05/23	BM	113	Analysis regarding Debtors' motion to extend exclusivity.	0.40	
12/05/23	BM	113	Analysis regarding plan term sheet.	1.10	
12/05/23	BM	113	Analysis regarding potential global settlement with Preston Hollow.	0.80	
12/06/23	BM	113	Call with FTI regarding draft plan term sheet.	0.60	
12/06/23	BM	113	Analysis and revisions of proposed plan term sheet.	1.60	
12/06/23	AHS	113	Call with FTI re: plan term sheet.	0.60	
12/06/23	AHS	113	Revise and formulate plan term sheet in response to document received from PH.	1.20	
12/06/23	AHS	113	Call with committee member re: plan term sheet and follow up re: same.	0.40	
12/06/23	AHS	113	Email to Committee re: status update.	0.40	
12/06/23	MS	113	Review Debtors' motion to extend exclusivity, proposed order and revised proposed order.	0.30	
12/06/23	MS	113	Draft email to Committee re: Debtors' motion to extend exclusivity.	0.40	
12/06/23	MS	113	Call with B. Mankovetskiy re: Debtors' motion to extend exclusivity.	0.10	

Creditors' Committee

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				HOURS	AMOUNT
12/06/23	MS	113	Draft email to Committee re: update on exclusivity extension motion, draft challenge complaint against Master Trustee and Preston Hollow, and plan term sheet negotiations.	1.10	
12/06/23	MS	113	Review proposed draft plan term sheet and revisions thereto.	0.50	
12/07/23	BM	113	Analysis regarding bondholders' projected waterfall analysis.	0.70	
12/08/23	BM	113	Analysis and revisions regarding proposed plan term sheet.	1.20	
12/08/23	GAK	113	Review Debtors' exclusivity extension motion.	0.20	
12/08/23	GAK	113	Review Bondholder Representative's objection to exclusivity extension motion.	0.20	
12/13/23	BM	113	Analysis regarding draft plan term sheet and projected waterfall scenarios.	1.70	
12/15/23	BM	113	Analysis regarding potential global settlement with bondholders.	0.90	
12/19/23	BM	113	Analysis regarding potential global settlement with Debtors and Bondholder Representatives.	1.10	
12/22/23	BM	113	Analysis regarding proposed revised plan term sheet.	0.70	
12/22/23	AHS	113	Call with counsel for Debtors and PH re: term sheet and plan negotiations.	0.80	
12/22/23	AHS	113	Review and analysis of plan term sheet as circulated by counsel for PH.	0.70	

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				HOURS	AMOUNT
12/24/23	AHS	113	Email to committee re: plan term sheet.	0.40	
12/24/23	AHS	113	Call with R. Gainer re: term sheet issues.	0.20	
TASK TOTAL 113				20.80	\$19,729.00
TOTAL FEES at Standard Rates				145.70	\$113,073.50
Attorney Fees at Blended Rate of \$675				145.70	\$98,347.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				145.70	\$98,347.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	72.90	\$55,685.50
102	Asset Disposition	6.20	\$5,765.00
104	Case Administration	10.70	\$9,151.50
105	Claims Administration and Objections	2.90	\$2,682.50
107	Fee/Employment Applications	27.00	\$14,905.00
108	Fee/Employment Objections	0.60	\$465.00
109	Financing	3.90	\$4,063.50
110	Litigation (Other than Avoidance Action Litigation)	0.70	\$626.50
113	Plan and Disclosure Statement	20.80	\$19,729.00
TOTAL FEES at Standard Rates		145.70	\$113,073.50
Attorney Fees at Blended Rate of \$675		145.70	\$98,347.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		145.70	\$98,347.50

Andrew H. Sherman	8.80	x	\$1,075.00	=	\$9,460.00
Boris Mankovetskiy	41.00	x	\$925.00	=	\$37,925.00
Jason Teele	25.70	x	\$895.00	=	\$23,001.50
Michael Savetsky	21.70	x	\$835.00	=	\$18,119.50
Gregory A. Kopacz	11.30	x	\$775.00	=	\$8,757.50
Oleh Matviyishyn	37.20	x	\$425.00	=	\$15,810.00

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DISBURSEMENT DETAIL

09/28/23	291	Airfare – AHS (attend auction in Chicago)	\$544.35
10/03/23	382	Meals – AHS (attend auction in Chicago)	\$15.56
10/04/23	293	Lodging – AHS (attend auction in Chicago)	\$603.08
10/04/23	294	Taxi/Car Rental/Car Service – AHS (attend auction in Chicago)	\$17.92
10/04/23	294	Taxi/Car Rental/Car Service – AHS (attend auction in Chicago)	\$83.35
10/05/23	295	Parking – AHS (attend auction in Chicago)	\$84.25
10/13/23	291	Airfare – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$1,174.11
10/13/23	287	Miscellaneous Expenses (flight WiFi) – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$16.00
11/05/23	382	Meals – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$23.47
11/05/23	297	Miscellaneous Travel (gas for rental car) – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$3.44
11/06/23	382	Meals – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$18.54
11/06/23	293	Lodging – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$143.26
11/06/23	294	Taxi/Car Rental/Car Service – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$59.40
11/06/23	295	Parking – AHS (attend omnibus hearing re: cash collateral, etc. in Cedar Rapids)	\$82.38
12/15/23	379	Lexis-Nexis	\$1,185.67
TOTAL DISBURSEMENTS			\$4,054.78

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INVOICE SUMMARY	
Total Fees	\$98,347.50
Total Disbursements	\$4,054.78
TOTAL THIS INVOICE	\$102,402.28*

*Total includes fees at ***Blended Rate***. Per Retention Application, lesser of fees at *Standard Rates* (**\$113,073.50**) and fees at *Blended Rate* of \$675 (**\$98,347.50**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

March 1, 2024
Client/Matter No. 08650147.000001
Invoice: 2054722
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through January 31, 2024

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
01/02/24	MS	101	Review research/cases on potential challenge to lien on proceeds of collateral in deposit account.	0.40	
01/02/24	MS	101	Emails with O. Matviyishyn re: research on potential challenge to lien on proceeds of collateral in deposit account.	0.10	
01/02/24	OM	101	Draft 544(a) strong-arm research summary and circulate to M. Savetsky.	0.40	
01/02/24	OM	101	Follow up 544(a) strong-arm power research pursuant to comments from M. Savetsky and correspondence re: same.	0.50	
01/04/24	OM	101	Correspondence with B. Mankovetskiy and A. Sherman re: Altera's motion to compel and limitations on damages.	0.20	
01/16/24	BM	101	Call with FTI regarding projected recovery analysis.	0.50	
01/18/24	BM	101	Call with FTI regarding waterfall projections.	0.30	

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				HOURS	AMOUNT
01/19/24	BM	101	Analysis regarding potential affirmative causes of action against Altera.	1.30	
TASK TOTAL 101				<u>3.70</u>	<u>\$2,827.50</u>
102 – ASSET DISPOSITION					
01/02/24	MS	102	Review and analysis of Altera's motion to compel assumption or rejection of services agreement, supporting declaration and proposed order.	0.90	
01/02/24	MS	102	Draft email to Committee re: Altera's motion to compel assumption or rejection of services agreement.	1.00	
01/03/24	BM	102	Analysis of issues regarding sale closing.	1.10	
01/04/24	BM	102	Analysis regarding transition services for EMR.	0.90	
01/04/24	BM	102	Analysis regarding satisfaction of sale closing conditions.	1.10	
01/12/24	BM	102	Analysis regarding sale closing issues.	1.10	
01/12/24	BM	102	Analysis regarding Preston Hollow's motion directing distribution of sale proceeds.	0.70	
01/12/24	GAK	102	Review Bondholder Representative's motion to authorize distribution of sale proceeds.	0.20	
01/12/24	MS	102	Review and analysis of Secured Bondholder Representatives' motion to direct distribution of sale proceeds.	0.70	
01/12/24	MS	102	Review draft lien challenge complaint and APA re: same.	1.10	

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				HOURS	AMOUNT
01/12/24	MS	102	Call with B. Mankovetskiy re: update for Committee.	0.20	
01/12/24	MS	102	Draft email to Committee re: motion to direct distribution of sale proceeds.	0.40	
01/15/24	BM	102	Analysis regarding sale closing issues.	1.10	
01/16/24	BM	102	Analysis regarding proposed PRA membership interest sale.	0.80	
01/16/24	MS	102	Review emails from R. Leaf and B. Mankovetskiy re: proposed sale of joint venture interest in Progressive Rehabilitation Associates.	0.10	
01/17/24	BM	102	Analysis regarding sale closing issues.	1.20	
01/17/24	BM	102	Analysis regarding proposed sale of PRA interests.	0.80	
01/17/24	MS	102	Draft Committee update re: proposed sale of joint venture interest in Progressive Rehabilitation Associates.	0.30	
01/17/24	MS	102	Emails with B. Mankovetskiy re: Committee update re: proposed sale of joint venture interest in Progressive Rehabilitation Associates.	0.10	
01/19/24	BM	102	Call with Debtors' and PH's counsel regarding Altera and sale closing issues.	0.90	
01/19/24	BM	102	Analysis regarding disposition of Debtors' JV interests.	1.10	
01/19/24	BM	102	Analysis regarding compelling transition services from Altera and Altera's claims against the estates.	1.70	
01/19/24	AHS	102	Call with counsel for Debtors and counsel for PH re: Altera issues, sale issues and upcoming hearing.	0.70	

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				HOURS	AMOUNT
01/19/24	AHS	102	Emails and communications with committee re: upcoming hearing and strategy issues.	0.50	
01/19/24	AHS	102	Review of documents and pleadings in connection with upcoming hearing.	0.40	
01/19/24	GAK	102	Review Owens Minor objection to 363 motion.	0.10	
01/21/24	AHS	102	Calls and emails with committee member re: potential resolution of Altera claims.	0.30	
01/22/24	BM	102	Analysis regarding sale closing issues.	1.30	
01/22/24	AHS	102	Attend hearing re: Altera issues, cure issues and meetings with counsel in advance of hearing.	1.50	
01/22/24	AHS	102	Calls and emails with committee and committee members re: potential resolution of Altera claims and email responses.	0.60	
01/23/24	BM	102	Analysis regarding disposition of JV interests.	0.90	
01/23/24	BM	102	Analysis regarding sale closing issues.	0.70	
01/25/24	BM	102	Analysis regarding sale closing issues.	1.10	
01/26/24	BM	102	Analysis regarding sale closing issues.	0.70	
01/26/24	BM	102	Analysis regarding disposition of JV interests and remaining real estate assets.	1.20	
01/30/24	BM	102	Analysis regarding sale closing issues.	0.90	
01/30/24	BM	102	Analysis regarding proposed sale of JV interests in Progressive.	0.90	

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				HOURS	AMOUNT
01/30/24	MS	102	Emails with B. Mankovetskiy re: proposed sale of joint venture interest in Progressive Rehabilitation Associates and review draft sale agreement.	0.10	
01/31/24	MS	102	Review and comment on Debtors' motion to sell minority interests in PRA and proposed order.	0.50	
01/31/24	MS	102	Emails with B. Mankovetskiy re: Debtors' motion to sell minority interests in PRA.	0.10	
01/31/24	MS	102	Draft email to R. Leaf re: Debtors' motion to sell minority interests in PRA.	0.20	
TASK TOTAL 102				30.20	\$27,977.00

104 – CASE ADMINISTRATION

01/02/24	BM	104	Call with FTI regarding update of projected waterfall.	0.50	
01/02/24	BM	104	Call with Debtors' counsel regarding pending matters.	0.60	
01/02/24	AHS	104	Call with Committee chair re: status update and emails to Committee re: plan and Alterra issues.	0.60	
01/02/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
01/09/24	BM	104	Call with Debtors' and Preston Hollow's counsel regarding pending matters.	0.80	
01/12/24	BM	104	Analysis regarding stipulation extending deadlines.	0.30	
01/12/24	AHS	104	Email to Committee re: current status.	0.30	

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				HOURS	AMOUNT
01/12/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
01/16/24	BM	104	Prepare an update for Committee.	0.40	
01/16/24	BM	104	Attend telephonic hearing on application to shorten notice of motion to compel Altera to provide transition services.	0.50	
01/17/24	BM	104	Prepare an update for Committee.	0.40	
01/17/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
01/19/24	BM	104	Prepare an update for Committee.	0.60	
01/19/24	OM	104	Review recent pleadings and update critical dates calendar, and circulate same to rest of team with reminders.	0.20	
01/21/24	BM	104	Prepare an update for Committee.	0.60	
01/21/24	AHS	104	Review of pleadings to prepare for hearing.	0.40	
01/22/24	BM	104	Attend omnibus hearing.	0.90	
01/22/24	BM	104	Calls with Debtors' and PH's counsel regarding pending matters.	0.60	
01/23/24	BM	104	Prepare an update for Committee.	0.60	
01/23/24	AHS	104	Call with R. Gainer re: statements by counsel to pension committee; emails and call re: same.	0.30	
01/23/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	
01/25/24	BM	104	Attend Committee meeting.	0.70	

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				HOURS	AMOUNT
01/26/24	GAK	104	Review notification regarding Feb. 9 hearing.	0.10	
01/26/24	MS	104	Draft email to Committee re: motion to establish an administrative claims bar date.	0.80	
01/26/24	MS	104	Emails with B. Mankovetskiy re: administrative claims bar date motion and related issues.	0.40	
01/26/24	MS	104	Review Debtors' draft motion to establish an administrative claims bar date, proposed order, notice and claim form.	1.30	
01/28/24	MS	104	Emails with B. Mankovetskiy re: motion to establish an administrative claims bar date.	0.10	
01/28/24	MS	104	Draft email to R. Leaf re: motion to establish an administrative claims bar date.	0.10	
01/28/24	MS	104	Further review and revise Debtors' draft motion to establish an administrative claims bar date, proposed order, notice and claim form.	1.00	
01/29/24	MS	104	Email to B. Mankovetskiy re: Debtors' further revised motion to establish an administrative claims bar date, proposed order, notice and instructions.	0.10	
01/29/24	MS	104	Review Debtors' further revised motion to establish an administrative claims bar date, proposed order, notice and instructions.	0.30	
01/29/24	MS	104	Emails with R. Leaf re: revisions to motion to establish an administrative claims bar date.	0.10	

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				HOURS	AMOUNT
01/29/24	MS	104	Review further revisions to motion to establish an administrative claims bar date.	0.10	
01/29/24	MS	104	Review Master Trustee's proposed revisions to motion to establish an administrative claims bar date.	0.10	
01/29/24	MS	104	Review emails from M. Preusker, R. Leaf and D. Simon re: comments on motion to establish an administrative claims bar date.	0.10	
01/30/24	MS	104	Review email from R. Leaf re: proposed administrative claims bar date order and review same.	0.10	
01/30/24	OM	104	Review Master Trustee's distribution motion and circulate critical dates to team.	0.10	
01/31/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
TASK TOTAL 104				15.50	\$13,298.50

105 – CLAIMS ADMINISTRATION AND OBJECTIONS

01/02/24	BM	105	Analysis regarding potential global settlement with bondholders.	1.40	
01/03/24	BM	105	Analysis regarding Altera contract issues and potential resolution.	1.40	
01/04/24	BM	105	Analysis regarding Altera claims and potential objections.	1.20	
01/04/24	OM	105	Review and analyze Altera's motion to compel.	0.80	

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				HOURS	AMOUNT
01/04/24	OM	105	Review and analyze Client Order, Master Client Agreement, and letters between Altera and Debtor's counsel.	1.50	
01/05/24	BM	105	Analysis regarding potential motion to compel transition services by Altera under operative contract.	1.10	
01/05/24	BM	105	Analysis regarding Altera claims and potential counterclaims by the estate.	1.30	
01/05/24	JT	105	Review internal memo regarding Altera Contract.	0.50	
01/05/24	GAK	105	Review Debtor's proposed settlement with employees.	0.20	
01/05/24	OM	105	Review case law re: waivers to the cap on liability.	1.30	
01/05/24	OM	105	Finalize and circulate, to B. Mankovetskiy, analysis of relevant provisions of Master Agreement with Altera and related documents for limitation clauses, clauses to extend service.	3.10	
01/08/24	BM	105	Call with FTI regarding settlement proposal to bondholders.	0.60	
01/08/24	BM	105	Analysis regarding projected claims and valuation of remaining assets.	1.10	
01/09/24	BM	105	Analysis regarding draft complaint asserting lien challenges and affirmative claims against bondholder representatives.	0.80	
01/10/24	BM	105	Call with bondholders' professionals regarding potential settlement structure.	0.90	

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				HOURS	AMOUNT
01/10/24	BM	105	Analysis regarding Debtors' correspondence to Altera.	0.70	
01/11/24	BM	105	Analysis regarding Altera's correspondence to the Debtors regarding contract and claims issues.	0.70	
01/11/24	BM	105	Analysis regarding potential resolution of Altera disputes.	0.70	
01/12/24	BM	105	Analysis regarding projected administrative and priority claims.	0.80	
01/12/24	MS	105	Review Debtors' motion to seal portions of motion to compel Altera to perform under services agreement and for sanctions for violating automatic stay.	0.10	
01/12/24	MS	105	Review Debtors' motion to compel Altera to perform under services agreement and for sanctions for violating automatic stay.	0.30	
01/12/24	MS	105	Review Debtors' objection to motion to motion to compel assumption or rejection of services agreement.	0.20	
01/12/24	MS	105	Review Altera's amendment to motion to compel assumption or rejection of services agreement.	0.10	
01/15/24	BM	105	Analysis regarding Altera's discovery requests.	0.60	
01/15/24	BM	105	Analysis regarding Debtors' contract termination notice to Altera and Altera's response.	0.80	
01/16/24	BM	105	Call with Debtors' counsel regarding Altera issues.	0.50	
01/16/24	BM	105	Analysis regarding Altera contract and claims issues.	1.30	

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				HOURS	AMOUNT
01/16/24	BM	105	Analysis regarding administrative claims projections.	0.60	
01/16/24	BM	105	Analysis regarding limitation of liability provisions in Altera contracts.	0.60	
01/16/24	MS	105	Review Altera's objection to Debtors' motion to expedite hearing on Debtors' motion to compel contractual performance by Altera.	0.20	
01/17/24	BM	105	Analysis regarding assumed contracts and cure amounts' impact on potential waterfall projections.	0.60	
01/17/24	BM	105	Analysis regarding potential causes of action by the estates against Altera.	1.30	
01/17/24	MS	105	Call with B. Mankovetskiy re: Debtors' dispute with Altera re: transition services.	0.10	
01/18/24	BM	105	Analysis regarding Altera disputes and potential settlement structures.	1.30	
01/19/24	BM	105	Analysis regarding potential resolution of disputes with Altera.	1.40	
01/21/24	BM	105	Analysis regarding preparation for hearing on Debtors' motion to compel transition services from Altera.	3.30	
01/21/24	BM	105	Analysis regarding potential settlement of Altera disputes.	3.40	
01/21/24	AHS	105	Calls and emails with counsel for Altera and counsel for Debtors re: potential resolution of issues.	0.80	
01/22/24	BM	105	Analysis regarding settlement of disputes with Altera.	1.20	

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				HOURS	AMOUNT
01/23/24	BM	105	Analysis regarding potential global settlement with Debtors and Bondholders.	1.10	
01/25/24	BM	105	Analysis regarding updated administrative claims projections and waterfall analysis.	0.80	
01/25/24	BM	105	Analysis regarding pension fund claims.	1.10	
01/26/24	BM	105	Analysis regarding revisions of proposed administrative claims bar date motion.	0.60	
01/29/24	BM	105	Analysis regarding revisions of proposed administrative claims bar date motion and order.	0.40	
01/31/24	GAK	105	Review administrative bar date order and notice.	0.20	
TASK TOTAL 105				<u>43.00</u>	<u>\$36,380.00</u>

106 – EMPLOYEE BENEFITS/PENSIONS

01/30/24	MS	106	Conduct legal research re: pension claims issues.	1.70	
01/31/24	MS	106	Review pension plan documents.	1.10	
01/31/24	MS	106	Conduct legal research re: pension claims issues.	4.60	
01/31/24	MS	106	Confer with B. Mankovetskiy re: legal research relating to pension claims issues.	0.20	
TASK TOTAL 106				<u>7.60</u>	<u>\$6,346.00</u>

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				HOURS	AMOUNT
107 – FEE/EMPLOYMENT APPLICATIONS					
01/02/24	MS	107	Review and analysis of Debtors' application to expand retention of H2C to cover sale of joint venture interests, supporting declaration and proposed order.	0.80	
01/02/24	MS	107	Draft email to Committee re: Debtors' application to expand retention of H2C to cover sale of joint venture interests.	0.90	
01/03/24	BM	107	Analysis regarding expansion of scope of H2C's retention.	0.70	
01/11/24	GAK	107	Work on interim fee application.	1.60	
01/11/24	GAK	107	Update November fee statement and communications with A. Sherman regarding same.	0.30	
01/18/24	OM	107	Update first interim fee application pursuant to comments from G. Kopacz.	0.30	
01/24/24	GAK	107	Review, revise and finalize November fee statement.	0.40	
01/24/24	GAK	107	Communications with A. Sherman and O. Matviyishyn regarding fee statement and next steps.	0.10	
01/24/24	OM	107	Update November fee statement pursuant to revised invoice.	1.50	
01/24/24	OM	107	Correspondence with G. Kopacz re: revisions to November fee statement.	0.10	

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				HOURS	AMOUNT
01/25/24	OM	107	Update first interim fee application pursuant to updated invoices and correspondence with G. Kopacz re: same.	0.90	
TASK TOTAL 107				<u>7.60</u>	<u>\$5,117.00</u>
108 – FEE/EMPLOYMENT OBJECTIONS					
01/19/24	GAK	108	Review fee and retention applications filed by Debtor's professionals, FA to pensioner committee and PCO.	0.10	
TASK TOTAL 108				<u>0.10</u>	<u>\$77.50</u>
109 – FINANCING					
01/08/24	BM	109	Analysis regarding continued use of cash collateral and challenge deadline issues.	0.80	
01/10/24	AHS	109	Emails re: extension of challenge deadline and stipulation re: cash collateral hearing.	0.30	
01/11/24	BM	109	Analysis regarding extension of challenge deadline and cash collateral hearing.	0.60	
01/12/24	AHS	109	Review and revise stipulation regarding extensions and cash collateral issues.	0.50	
01/12/24	MS	109	Emails with B. Mankovetskiy re: stipulation extending lien challenge deadline.	0.10	
01/12/24	MS	109	Review and revise proposed stipulation extending lien challenge deadline to add distribution motion.	0.40	

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				HOURS	AMOUNT
01/12/24	MS	109	Draft email to Committee re: proposed stipulation extending lien challenge deadline.	0.30	
01/12/24	MS	109	Review proposed stipulation extending lien challenge deadline.	0.20	
01/15/24	BM	109	Analysis regarding revisions of stipulation extending challenge deadline.	0.30	
01/15/24	MS	109	Review revised proposed stipulation extending lien challenge deadline and email from N. Coco re: same.	0.10	
01/16/24	MS	109	Emails with O. Matviyishyn re: stipulation with Master Trustee re: lien challenge deadline and related deadlines.	0.10	
01/17/24	OM	109	Correspondence with A. Sherman re: analysis of Preston Hollow's security interests.	0.10	
01/17/24	OM	109	Analyze Preston Hollow's security interest in Mercy Services Inc.'s joint venture and Progressive Rehabilitation Associates LLC.	1.10	
TASK TOTAL 109				<u>4.90</u>	<u>\$3,944.50</u>

110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

01/08/24	MS	110	Review and revise draft challenge complaint against Master Trustee and Preston Hollow.	2.10	
01/08/24	MS	110	E-mail to and confer with A. Sherman re: draft challenge complaint against Master Trustee and Preston Hollow.	0.10	

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				HOURS	AMOUNT
01/18/24	OM	110	Correspondence with B. Mankovetskiy re: Altera's motion to compel.	0.20	
01/18/24	OM	110	Prepare analysis and supporting documents for hearing on Altera's motion to compel.	2.00	
TASK TOTAL 110				4.40	\$2,772.00

113 – PLAN AND DISCLOSURE STATEMENT

01/02/24	AHS	113	Call with FTI re: plan and term sheet issues.	0.50	
01/02/24	AHS	113	Call with Debtors' counsel re: possible plan issues, term sheet and Alterra issues.	0.40	
01/03/24	AHS	113	Emails and calls with counsel for PH re: term sheet issues; address possible response.	0.20	
01/04/24	AHS	113	Call with counsel for PH re: plan and term sheet issues, follow up with FTI re: same and address possible counter.	0.80	
01/05/24	AHS	113	Email and calls to address possible counter on term sheet issues.	0.30	
01/08/24	AHS	113	Call with counsel for PH re: plan, term sheet and challenge deadline issues.	0.50	
01/08/24	AHS	113	Call with FTI re: term sheet issues.	0.40	
01/09/24	AHS	113	Attend call with counsel for Debtors and PH re: plan term sheet, sale issues and confirmation issues.	0.90	
01/10/24	AHS	113	Call with FTI re: plan term sheet issues and asset categories.	0.60	

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				HOURS	AMOUNT
01/10/24	AHS	113	Attend call with counsel for PH and financial advisors re: plan and term sheet issues and follow up re: same.	0.60	
01/11/24	AHS	113	Call with FTI to follow up on term sheet issues and address extensions of challenge deadlines, initial review of stipulation as sent by counsel.	0.60	
01/12/24	AHS	113	Call with FTI and emails re: diligence for term sheet response.	0.70	
01/17/24	BM	113	Analysis regarding Debtors' requested exclusivity extension.	0.50	
01/18/24	BM	113	Analysis regarding potential global plan settlement with bondholders and debtors.	1.40	
01/18/24	AHS	113	Review of documents re: plan term sheet.	0.40	
01/18/24	AHS	113	Calls with FTI re: plan term sheet issues.	0.90	
01/19/24	BM	113	Draft an global plan settlement proposal.	1.40	
01/19/24	AHS	113	Address issues to provide for response to PH re: term sheet and plan issues.	0.40	
01/22/24	BM	113	Analysis regarding global plan settlement proposal.	1.40	
01/22/24	AHS	113	Calls with counsel for Debtors, FTI and counsel for PH re: plan term sheet issues	0.70	
01/23/24	BM	113	Analysis and revisions of plan term sheet.	0.70	
01/23/24	AHS	113	Email to committee re: plan and distribution issues.	0.40	
01/25/24	BM	113	Analysis regarding potential global settlement with PH and the Debtors.	1.40	

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				HOURS	AMOUNT
01/25/24	AHS	113	Email to parties re: draft plan term sheet.	0.40	
01/25/24	AHS	113	Attend Committee meeting re: plan and term sheet issues.	0.80	
01/26/24	BM	113	Analysis regarding revised plan settlement proposal to bondholders and the Debtors.	1.10	
01/29/24	AHS	113	Call with Debtors' counsel re: plan term sheet issues.	0.30	
01/30/24	BM	113	Analysis regarding pension fund claims and plan classification issues.	1.20	
TASK TOTAL 113				19.90	\$20,027.50
116 – TRAVEL (billed at 1/2)					
01/21/24	AHS	116	Travel from Newark to Cedar Rapids. (4.00)	2.00	
01/22/24	AHS	116	Travel from Cedar Rapids to Newark. (4.00)	2.00	
TASK TOTAL 116				4.00	\$4,300.00
TOTAL FEES at Standard Rates				140.90	\$123,067.50
Attorney Fees at Blended Rate of \$675				140.90	\$95,107.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				140.90	\$95,107.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	3.70	\$2,827.50
102	Asset Disposition	30.20	\$27,977.00
104	Case Administration	15.50	\$13,298.50
105	Claims Administration and Objections	43.00	\$36,380.00
106	Employee Benefits/Pensions	7.60	\$6,346.00
107	Fee/Employment Applications	7.60	\$5,117.00

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108	Fee/Employment Objections	0.10	\$77.50
109	Financing	4.90	\$3,944.50
110	Litigation (Other than Avoidance Action Litigation	4.40	\$2,772.00
113	Plan and Disclosure Statement	19.90	\$20,027.50
116	Travel (billed at 1/2)	4.00	\$4,300.00
TOTAL FEES at Standard Rates		140.90	\$123,067.50
Attorney Fees at Blended Rate of \$675		140.90	\$95,107.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		140.90	\$95,107.50

Andrew H. Sherman	22.00	x	\$1,075.00	=	\$23,650.00
Boris Mankovetskiy	74.90	x	\$925.00	=	\$69,282.50
Jason Teele	0.50	x	\$895.00	=	\$447.50
Michael Savetsky	24.50	x	\$835.00	=	\$20,457.50
Gregory A. Kopacz	3.30	x	\$775.00	=	\$2,557.50
Oleh Matviyishyn	15.70	x	\$425.00	=	\$6,672.50

DISBURSEMENT DETAIL

09/14/23	222	Court Reporter Transcript Fees (Everest Court Reporting, LLC – Certified transcript of 9/14/23 deposition of Lisa Steigleder)	\$2,020.44
01/22/24	294	Taxi/Car Rental/Car Service – Lyft to Omnibus Hearing (BM)	\$53.72
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$2.80
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$0.30
01/05/24	358	Pacer	\$0.30
TOTAL DISBURSEMENTS			\$2,078.46

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INVOICE SUMMARY	
Total Fees	\$95,107.50
Total Disbursements	\$2,078.46
TOTAL THIS INVOICE	\$97,185.96*

*Total includes fees at ***Blended Rate***. Per Retention Application, lesser of fees at *Standard Rates* (**\$123,067.50**) and fees at *Blended Rate* of \$675 (**\$95,107.50**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

April 1, 2024
Client/Matter No. 08650147.000001
Invoice: 2055897
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through February 29, 2024

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
02/09/24	MS	101	Emails with J. Teele re: draft lien challenge complaint.	0.10	
02/13/24	BM	101	Analysis regarding resumption of discovery from PH.	0.60	
02/14/24	BM	101	Analysis regarding disposition of JV interests.	1.10	
02/15/24	BM	101	Analysis regarding liquidation of contingent assets.	0.80	
02/16/24	BM	101	Analysis regarding draft motion regarding workers compensation program.	0.60	
02/19/24	BM	101	Analysis regarding Debtors' proposed motion regarding workers compensation program.	0.60	
02/22/24	BM	101	Analysis regarding remaining asset valuations and projected waterfall scenarios.	0.90	
TASK TOTAL 101				4.70	\$4,338.50

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				HOURS	AMOUNT
102 – ASSET DISPOSITION					
02/01/24	GAK	102	Review sale motion and notice of hearing on same.	0.30	
02/01/24	GAK	102	Review notice of sale closing.	0.10	
02/01/24	GAK	102	Review motion seeking distribution from sale proceeds.	0.10	
02/02/24	BM	102	Analysis regarding JV and real estate sale process.	0.60	
02/07/24	BM	102	Analysis regarding disposition of remaining assets.	0.90	
02/09/24	JT	102	Telephone conference with A. Sherman and O. Matviyishyn re: motion to distribute assets.	0.60	
02/09/24	JT	102	Review master trustee motion to distribute assets.	0.80	
02/09/24	OM	102	Review and analyze Master Trustee's distribution motion and circulate to J. Teele, A. Sherman, and B. Mankovetskiy.	0.50	
02/09/24	OM	102	Correspondence with A. Sherman, B. Mankovetskiy, and J. Teele re: objection to Master Trustee's distribution motion.	0.40	
02/09/24	OM	102	Begin draft of objection to Master Trustee's distribution motion.	0.70	
02/11/24	OM	102	Draft distribution motion objection background.	1.40	
02/12/24	JT	102	Office conference with O. Matviyishyn re: objection to distribution motion.	0.40	
02/12/24	OM	102	Email correspondence with J. Teele pursuant to objection.	0.20	

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				HOURS	AMOUNT
02/12/24	OM	102	Research inequity of paying creditor whose claim is subject to dispute.	1.70	
02/12/24	OM	102	Continue drafting distribution and edit background and preliminary statement pursuant to comments from J. Teele.	3.30	
02/12/24	OM	102	Correspondence and strategy with J. Teele re: objection distribution motion.	0.30	
02/12/24	OM	102	Continue drafting objection to distribution motion.	1.20	
02/13/24	JT	102	Revise/review final version of objection to distribution motion.	1.70	
02/13/24	MS	102	Call with J. Teele re: objection to Master Trustee's motion to distribute sale proceeds.	0.20	
02/13/24	MS	102	Emails with O. Matviyishyn re: objection to Master Trustee's motion to distribute sale proceeds.	0.20	
02/13/24	OM	102	Correspondence with M. Savetsky re: allowed claims in bankruptcies.	0.20	
02/13/24	OM	102	Update distribution motion objection pursuant to updates to the committee challenge.	0.40	
02/13/24	OM	102	Further correspondence with J. Teele re: objection to distribution motion.	0.20	
02/13/24	OM	102	Draft argument section of distribution motion objection.	2.40	
02/13/24	OM	102	Continue research of inequities of allowing payment of disputed claims.	2.10	
02/13/24	OM	102	Finalize objection to the distribution motion and circulate to J. Teele for review.	1.80	

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				HOURS	AMOUNT
02/13/24	OM	102	Review and make changes to objection to distribution motion pursuant to comments to from J. Teele and circulate to A. Sherman and B. Mankovetskiy for review.	0.30	
02/21/24	BM	102	Analysis regarding disposition of JV interests.	0.90	
02/22/24	BM	102	Analysis regarding disposition of JV interests.	1.20	
02/27/24	BM	102	Analysis regarding Debtors' correspondence to JCSI relating to JV interest.	0.70	
02/29/24	BM	102	Analysis regarding disposition of JV interests and valuation issues.	0.80	
02/29/24	GAK	102	Review numerous motions to reject leases.	0.20	
TASK TOTAL 102				<u>26.80</u>	<u>\$15,994.00</u>
103 – BUSINESS OPERATIONS					
02/07/24	MS	103	Review Debtors' motion to reject Steindler agreements.	0.20	
TASK TOTAL 103				<u>0.20</u>	<u>\$167.00</u>
104 – CASE ADMINISTRATION					
02/01/24	MS	104	Review proposed administrative claims bar date order as filed and confirm language in order.	0.10	
02/06/24	BM	104	Call with Debtors' counsel regarding pending matters.	0.60	
02/07/24	MS	104	Draft email to A. Sherman re: various pending motions and analysis of same.	0.40	

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				HOURS	AMOUNT
02/07/24	OM	104	Review docket and send reminders re: slate of issues for 2/22 omnibus hearing.	0.20	
02/07/24	OM	104	Review pleadings slated for 2/22 omnibus hearing and circulate objection status and deadlines to M. Savetsky, B. Mankovetskiy, and A. Sherman.	0.60	
02/07/24	OM	104	Review, analyze and circulate research re: classification of claims to M. Savetsky.	0.20	
02/07/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
02/08/24	BM	104	Analysis regarding proposed stipulation extending challenge and related deadlines.	0.60	
02/08/24	BM	104	Prepare a Committee update.	0.40	
02/09/24	OM	104	Update critical dates calendar with new hearing dates and objection deadlines pursuant to agreement with Master Trustee and correspondence with M. Savetsky re: same.	0.20	
02/12/24	JT	104	Office conference with A. Sherman re: cash collateral and discovery.	0.30	
02/12/24	MS	104	Review proposed administrative claims bar date order and notice as submitted to court post-hearing.	0.20	
02/12/24	OM	104	Review and analyze exclusivity and administrative bar date motions and circulate critical pieces to A. Sherman and B. Mankovetskiy.	0.70	
02/13/24	JT	104	Email from/to A. Sherman re: stipulation extending deadlines and complaint.	0.40	

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				HOURS	AMOUNT
02/14/24	BM	104	Call with PH's counsel regarding scheduling issues.	0.20	
02/14/24	BM	104	Call with Committee chair regarding pending matters.	0.40	
02/14/24	JT	104	Review stipulation extending deadlines.	0.30	
02/15/24	BM	104	Call with Debtors and PH's counsel regarding plan proposal.	0.80	
02/15/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
02/16/24	BM	104	Analysis of issues regarding extension of challenge related deadlines and stipulation regarding same.	0.70	
02/19/24	BM	104	Analysis regarding second amended stipulation regarding cash collateral extension.	0.40	
02/20/24	BM	104	Call with Committee Chair regarding pending matters.	0.30	
02/21/24	BM	104	Prepare an update for Committee.	0.60	
02/21/24	GAK	104	Review Debtors' motion to wind-down workers' compensation program and pay related expenses.	0.10	
02/22/24	BM	104	Analysis regarding proposed forms of orders for CBRE and PRA.	0.60	
02/26/24	BM	104	Attend Committee meeting.	0.50	
02/26/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
02/26/24	OM	104	Draft request for status conference and correspondence with A. Sherman re: same.	0.90	

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				HOURS	AMOUNT
02/26/24	OM	104	Review and finalize request for status conference pursuant to edits and comments from A. Sherman.	0.20	
02/27/24	MS	104	Review and revise request for status conference.	0.50	
02/27/24	MS	104	Emails with A. Sherman and call with B. Mankovetskiy re: request for status conference.	0.10	
02/27/24	OM	104	Review and provide feedback to M. Savetsky re: draft letter to D. Simon of debtor's counsel.	0.20	
02/27/24	OM	104	Review and circulate new challenge deadline and Distribution Motion objection deadline to team with reminders.	0.30	
02/27/24	OM	104	Draft administrative claim deadline update for the committee and correspondence with B. Mankovetskiy re: same.	0.40	
02/28/24	BM	104	Respond to creditors' inquiries regarding case status.	0.40	
02/29/24	OM	104	Review docket, update critical dates calendar pertaining to status conference and circulate same to team with reminders.	0.10	
TASK TOTAL 104				13.80	\$10,153.00

105 – CLAIMS ADMINISTRATION AND OBJECTIONS

02/07/24	BM	105	Analysis regarding pension fund issues and potential claim treatment.	1.30	
02/07/24	MS	105	Emails with A. Sherman and B. Mankovetskiy re: pension claims issues.	0.20	

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				HOURS	AMOUNT
02/08/24	AHS	105	Research re: pension claims and treatment.	0.80	
02/12/24	BM	105	Analysis regarding objection to PH's motion to distribute sale proceeds.	1.10	
02/13/24	BM	105	Analysis regarding opposition to PH's motion to authorize distribution of sale proceeds.	0.90	
02/13/24	BM	105	Analysis regarding revisions of draft complaint against bondholder representatives.	1.20	
02/13/24	AHS	105	Email to counsel for pension committee re: claim status.	0.30	
02/15/24	BM	105	Analysis regarding updated estimated admin and priority claims.	0.60	
02/15/24	BM	105	Analysis regarding pension plan termination issues and potential claims.	1.10	
02/16/24	GAK	105	Review order establishing administrative bar date and related notifications.	0.10	
02/21/24	BM	105	Analysis regarding administrative and priority claims.	0.70	
02/23/24	BM	105	Call with PH's counsel regarding Committee's proposed settlement term sheet.	0.30	
02/26/24	BM	105	Analysis regarding updated valuation and 506(c) analysis.	0.80	
TASK TOTAL 105				9.40	\$8,827.00

106 – EMPLOYEE BENEFITS/PENSIONS

02/07/24	MS	106	Legal research re: pension claims issues.	4.50
02/08/24	MS	106	Legal research relating to pension claims issues.	2.60

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				HOURS	AMOUNT
02/12/24	MS	106	Call with A. Sherman re: pension claims issues.	0.10	
02/12/24	MS	106	Emails with A. Sherman re: pension claims issues.	0.20	
02/12/24	MS	106	Draft and revise email to pension committee counsel re: pension claims issues.	0.80	
02/13/24	MS	106	Review email from A. Sherman re: pension claims issues.	0.20	
02/13/24	MS	106	Legal research relating to pension claims issues.	4.30	
02/16/24	MS	106	Review Pension plan documents re: pension claims issues.	0.70	
02/19/24	MS	106	Conduct legal research relating to pension claims standing issues.	0.80	
TASK TOTAL 106				14.20	\$11,857.00

107 – FEE/EMPLOYMENT APPLICATIONS

02/01/24	AHS	107	Review and revise initial fee application.	0.30	
02/01/24	GAK	107	Address additional fee application comments from A. Sherman and email local counsel regarding same.	0.50	
02/01/24	GAK	107	Call and email local counsel regarding fee application.	0.20	
02/01/24	GAK	107	Update fee application to incorporate comments of A. Sherman.	0.60	
02/01/24	GAK	107	Call with A. Sherman regarding fee application.	0.10	
02/01/24	GAK	107	Review and revise fee application for review by A. Sherman.	1.20	

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				HOURS	AMOUNT
02/02/24	GAK	107	Communications with B. Gainer regarding fee applications.	0.10	
02/06/24	GAK	107	Email local counsel regarding fee applications.	0.10	
02/06/24	GAK	107	Revise November fee statement.	0.20	
02/06/24	GAK	107	Draft December fee statement.	2.40	
02/07/24	BM	107	Analysis regarding CBRE retention application.	0.60	
02/07/24	MS	107	Review Debtors' motion to retain CBRE as real estate broker.	0.20	

TASK TOTAL 107

6.50

\$5,229.50

108 – FEE/EMPLOYMENT OBJECTIONS

02/07/24	GAK	108	Review Debtors' professional's December fee application.	0.10	
02/07/24	GAK	108	Review Debtors' application to retain CBRE.	0.20	
02/07/24	GAK	108	Review PCO's December and final fee applications.	0.20	
02/16/24	GAK	108	Review H2C January fee application.	0.10	

TASK TOTAL 108

0.60

\$465.00

109 – FINANCING

02/09/24	AHS	109	Call to coordinate response to PH distribution motion and have response drafted.	0.40	
02/09/24	AHS	109	Email to parties re: PH challenge issues, cash collateral hearing and distribution motion.	0.70	

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				HOURS	AMOUNT
02/13/24	AHS	109	Emails re: challenge complaint and causes of action.	0.30	
02/13/24	AHS	109	Call with counsel for PH re: extensions of challenge period and adjournments of hearing for cash collateral, distribution motion and follow up emails re: same.	0.60	
TASK TOTAL 109				2.00	\$2,150.00

110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

02/12/24	BM	110	Analysis regarding draft complaint against bondholder representatives asserting lien challenges and affirmative claims.	0.90	
02/12/24	JT	110	Review/revise complaint against Master Trustee.	1.80	
02/12/24	MS	110	Call with B. Mankovetskiy re: draft lien challenge complaint.	0.10	
02/12/24	MS	110	Emails with J. Teele re: draft lien challenge complaint.	0.20	
02/12/24	MS	110	Emails with A. Sherman re: draft lien challenge complaint.	0.10	
02/12/24	MS	110	Review and revise draft lien challenge complaint.	3.30	
02/12/24	MS	110	Draft email to Committee re: revised draft lien challenge complaint.	0.30	
02/13/24	JT	110	Revise/review final draft of complaint against Master Trustee.	2.10	
02/13/24	MS	110	Emails with B. Mankovetskiy re: extension of lien challenge deadline.	0.10	
02/13/24	MS	110	Emails with J. Teele re: revisions to draft lien challenge complaint.	0.10	

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				HOURS	AMOUNT
02/13/24	MS	110	Calls with B. Mankovetskiy re: revisions to draft lien challenge complaint.	0.10	
02/13/24	MS	110	Review and further revise draft lien challenge complaint.	2.30	
02/13/24	MS	110	Call with B. Mankovetskiy re: pension claims issues.	0.20	
02/22/24	BM	110	Analysis regarding revisions of draft complaint against bondholder representatives.	0.60	
02/22/24	MS	110	Emails with B. Mankovetskiy re: lien challenge complaint.	0.20	
02/22/24	MS	110	Review bankruptcy schedules re: lien challenge complaint.	0.20	
02/22/24	MS	110	Review and revise draft lien challenge complaint.	0.70	
02/27/24	MS	110	Emails with B. Mankovetskiy re: security interests in governmental payments and review statute re: same.	0.30	
02/28/24	MS	110	Confer with B. Mankovetskiy re: security interests in governmental payments.	0.10	
TASK TOTAL 110				<u>13.70</u>	<u>\$11,808.50</u>

113 – PLAN AND DISCLOSURE STATEMENT

02/01/24	AHS	113	Call with counsel for PH re: plan term sheet and challenge deadline issues.	0.30	
02/06/24	AHS	113	Call with D. Simon, F. Perlman re: plan and term sheet issues.	0.50	
02/07/24	AHS	113	Follow up on plan/term sheet issues with counsel for PH and counsel for pension committee; diligence re: pension committee issues.	0.60	

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				HOURS	AMOUNT
02/08/24	BM	113	Call with Pension Committee's counsel regarding potential plan of liquidation.	0.50	
02/08/24	AHS	113	Calls and emails with counsel for PH re: challenge deadlines, term sheet and review of extension email.	0.60	
02/08/24	AHS	113	Call with counsel for pension committee re: plan issues	0.50	
02/09/24	BM	113	Analysis regarding Debtors' proposed plan settlement term sheet.	1.10	
02/09/24	AHS	113	Review of plan term as circulated by counsel to Debtors.	0.40	
02/09/24	AHS	113	Email to committee re: plan term sheet as circulated and current state of issues with PH.	0.60	
02/09/24	JT	113	Research re: pre-plan distributions of assets.	2.70	
02/12/24	BM	113	Analysis regarding modified plan settlement term sheet.	1.20	
02/12/24	JT	113	Additional research re: pre-plan distribution issues.	1.30	
02/14/24	AHS	113	Calls and emails with FTI re: plan term sheet issues.	0.30	
02/15/24	BM	113	Analysis regarding potential plan settlement.	1.20	
02/15/24	AHS	113	Emails with counsel for Debtors re: plan and term sheet issues and coordinate with FTI to respond to term sheet.	0.80	
02/15/24	AHS	113	Call with committee member re: plan and term sheet issues.	0.30	
02/19/24	BM	113	Analysis and revisions of Debtors' plan settlement term sheet.	1.30	
02/19/24	BM	113	Analysis regarding plan settlement proposal.	1.10	

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				HOURS	AMOUNT
02/19/24	AHS	113	Call with FTI re: plan term sheet issues.	0.40	
02/19/24	AHS	113	Review and revise draft term sheet and circulate for internal review.	1.10	
02/20/24	BM	113	Analysis and revisions of proposed plan settlement term sheet and waterfall projections.	1.90	
02/20/24	BM	113	Call with counsel to Preston Hollow regarding plan settlement issues.	0.40	
02/20/24	AHS	113	Call with FTI re: plan and term sheet issues.	0.40	
02/20/24	AHS	113	Call with counsel for PH re: plan and term sheet issues.	0.50	
02/21/24	BM	113	Analysis regarding Debtors' draft plan and disclosure statement.	1.40	
02/21/24	BM	113	Call with bondholders' professionals regarding plan settlement proposal.	0.50	
02/21/24	BM	113	Call with Debtor's counsel regarding plan settlement issues.	0.30	
02/21/24	AHS	113	Emails and calls with Debtors' counsel re: plan and term sheet issues.	0.60	
02/21/24	AHS	113	Call with counsel for PH re: plan term sheet issues.	0.40	
02/21/24	OM	113	Research discriminatory treatment of unsecured creditors pursuant to section 1129 of the Bankruptcy Code.	1.10	
02/21/24	OM	113	Correspondence with A. Sherman and B. Mankovetskiy re: disparate treatment of unsecured creditors in bankruptcy plan research.	0.20	

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				HOURS	AMOUNT
02/21/24	OM	113	Research re: different treatment of unsecured creditors in a bankruptcy plan in context of section 1129 of the Bankruptcy Code.	1.60	
02/22/24	BM	113	Analysis regarding potential plan settlement.	1.20	
02/22/24	AHS	113	Emails with committee and members re: plan status.	0.30	
02/22/24	AHS	113	Calls with committee member re: plan and term sheet issues.	0.40	
02/22/24	AHS	113	Calls with FTI re: plan and term sheet issues.	0.50	
02/22/24	AHS	113	Call with FTI re: plan and term sheet issues.	0.50	
02/22/24	AHS	113	Analysis regarding plan filing issues, valuation of collateral, treatment of claims and 506(c) claims under applicable law.	1.20	
02/22/24	JT	113	Review proposed plan.	1.40	
02/22/24	MS	113	Confer with B. Mankovetskiy and A. Sherman re: draft plan.	0.20	
02/22/24	MS	113	Confer with B. Mankovetskiy re: objections to draft plan.	0.30	
02/22/24	MS	113	Confer with O. Matviyishyn re: legal research on draft plan and emails with O. Matviyishin re: same.	0.20	
02/22/24	OM	113	Finalize research re: unfair/discriminatory treatment in bankruptcy plan of different classes of unsecured creditors and circulate to J. Teele and M. Savetsky pursuant to instruction from B. Mankovetskiy.	2.20	

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				HOURS	AMOUNT
02/22/24	OM	113	Follow up research about unfair plan treatment pursuant to comments from M. Savetsky and circulate results of same to M. Savetsky.	0.60	
02/23/24	BM	113	Analysis regarding Debtors' proposed filed plan and disclosure statement.	2.20	
02/23/24	BM	113	Analysis regarding letter to Debtors regarding deficiencies in their proposed plan.	1.20	
02/23/24	BM	113	Analysis regarding Debtors' motion to shorten time in connection with disclosure statement hearing.	0.30	
02/23/24	AHS	113	Analysis regarding plan and term sheet issues and review of case law re: same.	1.70	
02/23/24	AHS	113	Review and revise draft order regarding disclosure statement hearing and emails with counsel re: same.	0.80	
02/23/24	AHS	113	Call with counsel for Preston Hollow re: plan as filed.	0.30	
02/23/24	AHS	113	Analysis of plan, term sheet issues and response to plan as filed.	0.90	
02/23/24	JT	113	Further review draft plan.	0.70	
02/23/24	JT	113	Research pension claim issues and treatment.	1.30	
02/23/24	GAK	113	Communications with A. Sherman regarding Debtors' request to shorten notice on disclosure statement hearing.	0.10	
02/23/24	MS	113	Review and analysis of Debtors' draft plan of liquidation and disclosure statement.	4.20	

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				HOURS	AMOUNT
02/23/24	OM	113	Review disclosure statement filed by Debtor and calendar and circulate critical dates to team.	0.20	
02/24/24	AHS	113	Email to counsel for pension committee re: plan issues and schedule call re: same.	0.20	
02/25/24	AHS	113	Email to Committee re: disclosure statement hearing issues.	0.20	
02/26/24	BM	113	Analysis regarding letter to stakeholders regarding Committee's initial views on Debtors' proposed plan.	1.20	
02/26/24	BM	113	Call with FTI regarding plan issues.	0.60	
02/26/24	BM	113	Call with counsel to Pensioners Committee regarding plan issues.	0.50	
02/26/24	AHS	113	Further analysis re: plan issues and objections to be raised.	0.70	
02/26/24	AHS	113	Call with counsel for pension committee re: plan issues.	0.50	
02/26/24	AHS	113	Call with committee re: plan issues.	0.50	
02/26/24	JT	113	Review/revise letter to debtor's counsel re: plan.	1.10	
02/26/24	GAK	113	Review combined Disclosure Statement/Plan.	0.80	
02/26/24	MS	113	Review collateral analysis and bankruptcy schedules re: same.	0.40	
02/26/24	MS	113	Draft and revise letter to D. Simon re: plan issues.	4.90	
02/26/24	MS	113	Emails with J. Teele re: plan issues.	0.30	
02/26/24	MS	113	Calls with O. Matviyishyn re: legal research on plan issues.	0.20	
02/26/24	MS	113	Conduct further research on plan issues.	0.20	

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				HOURS	AMOUNT
02/26/24	MS	113	Call with N. Ganti, J. Park and B. Mankovetskiy re: collateral analysis.	0.60	
02/26/24	MS	113	Call with B. Mankovetskiy re: Debtors' draft plan of liquidation.	0.20	
02/26/24	MS	113	Review legal research on plan issues.	0.30	
02/26/24	MS	113	Emails with O. Matviyishyn re: legal research on plan issues.	0.20	
02/26/24	OM	113	Research standards for debtor releases in the Eighth Circuit.	1.10	
02/27/24	AHS	113	Email to client re: plan issues and infirmities.	0.20	
02/27/24	AHS	113	Review of case law re: confirmation, classification and treatment issues.	0.60	
02/27/24	AHS	113	Review and revise letter to counsel re: plan issues and infirmities.	1.20	
02/27/24	JT	113	Office conference with M. Savetsky re: proposed plan.	0.30	
02/27/24	JT	113	Review/revise letter to debtor's counsel re: proposed plan.	0.60	
02/27/24	MS	113	Review and revise letter to key parties on plan related issues.	1.20	
02/27/24	MS	113	Confer with A. Sherman and J. Teele re: plan related issues and confer with B. Mankovetskiy re: same.	0.20	
02/27/24	MS	113	Emails with A. Sherman re: letter to key parties on plan related issues.	0.20	
02/27/24	MS	113	Draft email to Committee re: plan related issues and emails with A. Sherman re: same.	0.20	
02/27/24	MS	113	Review cases re: plan related research.	0.20	

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				HOURS	AMOUNT
02/27/24	MS	113	Emails with O. Matviyishyn re: plan related research.	0.20	
02/27/24	OM	113	Research debtor releases pursuant to comments and instructions from M. Savetsky and provide draft analysis to M. Savetsky re: same.	2.10	
02/28/24	AHS	113	Finalize and send out letter and notice of status conference.	0.60	
02/28/24	OM	113	Prepare letter to D. Simon re: plan and request for status conference to be filed by R. Gainer of local counsel.	0.50	
02/29/24	BM	113	Analysis regarding potential ADR process for resolving plan issues.	0.60	
02/29/24	AHS	113	Email to counsel re: plan process and call from R. Gainer re: pension issues.	0.40	
02/29/24	GAK	113	Review notification regarding hearing on Disclosure Statement.	0.10	
TASK TOTAL 113				73.10	\$64,089.50

114 – RELIEF FROM STAY PROCEEDINGS

02/07/24	MS	114	Review McKesson's motion for distribution of sale proceeds and cash collateral order re: same.	0.30	
02/20/24	MS	114	Emails with B. Mankovetskiy re: Debtors' motion to transition self-insured workers' compensation program into administration, settlement, and wind down.	0.10	

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				HOURS	AMOUNT
02/20/24	MS	114	Review Debtors' motion to transition self-insured workers' compensation program into administration, settlement, and wind down.	0.50	
02/20/24	MS	114	Review revised proposed order resolving McKesson's motion for distribution of sale proceeds.	0.10	
TASK TOTAL 114				1.00	\$835.00
TOTAL FEES at Standard Rates				166.00	\$135,914.00
Attorney Fees at Blended Rate of \$675				166.00	\$112,050.00
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				166.00	\$112,050.00

TASK CODE SUMMARY

101	Asset Analysis and Recovery	4.70	\$4,338.50
102	Asset Disposition	26.80	\$15,994.00
103	Business Operations	0.20	\$167.00
104	Case Administration	13.80	\$10,153.00
105	Claims Administration and Objections	9.40	\$8,827.00
106	Employee Benefits/Pensions	14.20	\$11,857.00
107	Fee/Employment Applications	6.50	\$5,229.50
108	Fee/Employment Objections	0.60	\$465.00
109	Financing	2.00	\$2,150.00
110	Litigation (Other than Avoidance Action Litigation)	13.70	\$11,808.50
113	Plan and Disclosure Statement	73.10	\$64,089.50
114	Relief from Stay Proceedings	1.00	\$835.00
TOTAL FEES at Standard Rates		166.00	\$135,914.00
Attorney Fees at Blended Rate of \$675		166.00	\$112,050.00
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		166.00	\$112,050.00

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Andrew H. Sherman	23.40	x	\$1,075.00	=	\$25,155.00
Boris Mankovetskiy	45.00	x	\$925.00	=	\$41,625.00
Jason Teele	17.80	x	\$895.00	=	\$15,931.00
Michael Savetsky	40.30	x	\$835.00	=	\$33,650.50
Gregory A. Kopacz	7.90	x	\$775.00	=	\$6,122.50
Oleh Matviyishyn	31.60	x	\$425.00	=	\$13,430.00

INVOICE SUMMARY

Total Fees	\$112,050.00
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Total Disbursements	\$0.00
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TOTAL THIS INVOICE	\$112,050.00*
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*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$135,914.00**) and fees at *Blended Rate* of \$675 (**\$112,050.00**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross
A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

May 1, 2024
Client/Matter No. 08650147.000001
Invoice: 2057909
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through March 31, 2024

				HOURS	AMOUNT
101 – ASSET ANALYSIS AND RECOVERY					
03/28/24	BM	101	Analysis regarding proposed stipulated order regarding ICASC's motion for relief from the stay.	0.70	
TASK TOTAL 101				0.70	\$647.50
102 – ASSET DISPOSITION					
03/13/24	BM	102	Analysis regarding disposition of JV interests.	0.90	
03/13/24	BM	102	Call with H2C and Debtors' counsel regarding JV sale process.	1.00	
03/14/24	JT	102	Review/revise objection to distribution motion.	0.80	
03/14/24	JT	102	Telephone conference with B. Mankovetskiy re: challenge deadline, distribution motion, mediation, disclosure statement and cash collateral.	0.30	
03/15/24	JT	102	Review revised draft of objection to distribution motion.	0.60	

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				HOURS	AMOUNT
03/19/24	BM	102	Analysis and revisions of draft objection to motion to distribute sale proceeds.	0.70	
03/19/24	BM	102	Analysis regarding University's post-closing obligations.	0.90	
03/19/24	OM	102	Update Objection to Distribution Motion pursuant to comments from M. Savetsky.	0.20	
03/22/24	BM	102	Analysis regarding objection to motion of Iowa City Ambulatory Surgical Center and bondholders' joinder.	0.60	
03/25/24	BM	102	Analysis regarding objection to bondholders' motion to distribute sale proceeds.	0.90	
03/26/24	BM	102	Analysis regarding disposition of JV interests.	0.70	
TASK TOTAL 102				<u>7.60</u>	<u>\$6,879.00</u>

104 – CASE ADMINISTRATION

03/05/24	BM	104	Attend status conference.	0.80	
03/12/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.50	
03/18/24	JT	104	Review critical dates and dockets.	0.60	
03/20/24	BM	104	Prepare Committee update.	0.60	
03/22/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
03/25/24	BM	104	Attend Committee meeting.	0.30	
03/26/24	BM	104	Prepare an update for Committee.	0.60	

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				HOURS	AMOUNT
03/26/24	OM	104	Review docket and objection pleadings pertaining to March 27 omnibus hearing and update critical dates calendar for team regarding same.	0.80	
03/28/24	BM	104	Prepare an update for Committee.	0.70	
03/31/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	
TASK TOTAL 104				<u>5.40</u>	<u>\$4,077.00</u>
105 – CLAIMS ADMINISTRATION AND OBJECTIONS					
03/16/24	GAK	105	Review insurer objection to proposed wind-down of Workers Comp policies.	0.10	
03/22/24	BM	105	Analysis regarding Pension Plan claims.	0.80	
03/27/24	BM	105	Analysis regarding pension underfunding issues and related claims.	1.20	
TASK TOTAL 105				<u>2.10</u>	<u>\$1,927.50</u>
107 – FEE/EMPLOYMENT APPLICATIONS					
03/11/24	GAK	107	Begin preparing January fee application.	0.90	
03/12/24	GAK	107	Communications with A. Sherman regarding fee statement.	0.10	
03/12/24	GAK	107	Work on January fee statement.	2.40	
03/13/24	GAK	107	Communications with local counsel and A. Sherman regarding fee application.	0.10	

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				HOURS	AMOUNT
03/18/24	GAK	107	Communications with O. Matviyishyn regarding fee statements.	0.20	
03/18/24	OM	107	Begin February monthly fee application.	0.60	
03/18/24	OM	107	Draft email to Debtor's counsel of breakdown of fees owed to Sills.	0.20	
03/18/24	OM	107	Review docket for compensation orders in preparation of summary to determine paid and unpaid amounts thereto.	1.30	
03/18/24	OM	107	Correspondence with G. Kopacz re: fee applications and approved fees.	0.10	
03/21/24	JT	107	Review/revise supplemental disclosure.	0.60	
03/21/24	GAK	107	Revise supplemental declaration.	0.30	
03/21/24	GAK	107	Work on supplemental declaration.	2.20	
03/21/24	GAK	107	Finalize declaration for filing.	0.10	
03/21/24	GAK	107	Attention to February fee statement.	0.20	
03/21/24	OM	107	Review edits from A. Sherman pertaining to the supplemental declaration and provide further feedback re: same.	0.20	
03/21/24	OM	107	Correspondence with G. Kopacz re: supplemental declaration disclosing conflicts.	0.20	
03/21/24	OM	107	Draft supplemental declaration disclosing connections.	1.40	
03/22/24	OM	107	Continue working on Mercy February fee application.	1.20	

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				HOURS	AMOUNT
03/26/24	OM	107	Finalize February fee application and circulate to G. Kopacz for review.	1.70	
03/27/24	GAK	107	Work on February fee statement.	1.90	
TASK TOTAL 107				15.90	\$9,979.50

108 – FEE/EMPLOYMENT OBJECTIONS

03/11/24	GAK	108	Review MWE December and January fee applications.	0.20	
03/16/24	GAK	108	Review Debtors' professionals' fee applications.	0.10	
03/22/24	GAK	108	Review UST objections to MWE fee applications.	0.10	
03/29/24	GAK	108	Review UST objection to H2C final fee application.	0.10	
TASK TOTAL 108				0.50	\$387.50

109 – FINANCING

03/08/24	JT	109	Research re: marshalling re: remedies for adversary proceeding.	0.80	
03/14/24	JT	109	Email O. Matviyishyn and M. Savetsky re: PH complaint and cash collateral.	0.40	
03/14/24	JT	109	Review prior cash collateral objection.	0.70	
03/14/24	JT	109	Research re: 506(c) and 552(b) waivers.	1.20	
03/14/24	JT	109	Review cash collateral orders and stipulation.	0.80	
03/14/24	MS	109	Emails with J. Teele and O. Matviyishyn re: objection to final cash collateral order.	0.20	

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				HOURS	AMOUNT
03/14/24	OM	109	Email correspondence with J. Teele re: supplemental cash collateral objection.	0.10	
03/14/24	OM	109	Begin drafting supplemental cash collateral objection pertaining to section 506(c) and 552(b) of the Bankruptcy Code.	0.80	
03/15/24	JT	109	Review revised draft of cash collateral objection.	0.50	
03/15/24	OM	109	Review M. Savetsky edits to distribution motion and correspondence and feedback with J. Teele and M. Savetsky re: same.	0.40	
03/15/24	OM	109	Review edits from J. Teele on supplemental cash collateral objection and make further edits to said objection pursuant thereof.	0.50	
03/15/24	OM	109	Draft supplemental objection to cash collateral.	3.70	
03/15/24	OM	109	Correspondence with J. Teele re: supplemental objection to cash collateral.	0.20	
03/18/24	JT	109	Review revised cash collateral objection.	0.80	
03/18/24	MS	109	Emails with B. Mankovetskiy re: objection to final cash collateral order.	0.10	
03/18/24	MS	109	Review and revise objection to final cash collateral order.	0.90	
03/18/24	MS	109	Call with O. Matviyishyn re: objection to final cash collateral order.	0.10	
03/18/24	OM	109	Make edits to supplemental cash collateral objection pursuant to correspondence with M. Savetsky.	0.30	

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				HOURS	AMOUNT
03/18/24	OM	109	Correspondence with M. Savetsky re: supplemental cash collateral objection.	0.30	
03/19/24	BM	109	Analysis and revisions of draft complaint against Computershare and PH.	1.10	
03/19/24	BM	109	Analysis regarding supplemental objection to proposed final cash collateral order.	0.80	
03/19/24	MS	109	Review and revise objection to final cash collateral order.	1.50	
03/19/24	MS	109	Call with B. Mankovetskiy re: objection to final cash collateral order and emails with B. Mankovetskiy re: same.	0.20	
03/20/24	JT	109	Office conference with A. Sherman and B. Mankovetskiy re: extended challenge deadline.	0.40	
03/25/24	BM	109	Analysis regarding supplemental objection to final cash collateral order.	0.80	
TASK TOTAL 109				17.60	\$12,692.00

110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)

03/04/24	OM	110	Correspondence with A. Sherman and B. Mankovetskiy re: research pertaining to standing of Debtors to settle claims.	0.20	
03/05/24	OM	110	Review and implement comments from A. Sherman re: Exide summary.	0.10	

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				HOURS	AMOUNT
03/05/24	OM	110	Draft summary of research re: Debtor's standing jurisdiction to settle adversary proceeding and circulate to B. Mankovetskiy and A. Sherman for review.	0.70	
03/05/24	OM	110	Research Debtor's jurisdiction to settle adversary proceeding pursuant to instructions from A. Sherman.	2.30	
03/13/24	MS	110	Review and revise draft lien challenge complaint.	0.20	
03/14/24	JT	110	Review/revise complaint against Preston Hollow.	1.60	
03/14/24	MS	110	Review and revise draft lien challenge complaint.	4.80	
03/14/24	MS	110	Emails with J. Teele draft lien challenge complaint.	0.20	
03/14/24	MS	110	Draft email to B. Gainer re: revised draft lien challenge complaint.	0.10	
03/14/24	OM	110	Correspondence with J. Teele re: distribution motion and adversary complaint and circulate same to J. Teele and M. Savetsky.	0.20	
03/14/24	OM	110	Correspondence with J. Teele and M. Savetsky re: supplemental cash collateral objection.	0.30	
03/14/24	OM	110	Correspondence with B. Mankovetskiy re: cash collateral 506(c) waiver.	0.10	
03/15/24	MS	110	Review email from B. Gainer re: revised draft lien challenge complaint and court conference on March 18.	0.10	
03/18/24	JT	110	Review/revise 506(c) claims in complaint.	1.10	

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				HOURS	AMOUNT
03/19/24	JT	110	Review/revise updated complaint vs Master Trustee.	1.40	
03/19/24	MS	110	Review and revise draft lien challenge complaint.	1.30	
03/19/24	MS	110	Confer with B. Mankovetskiy re: draft lien challenge complaint and emails with B. Mankovetskiy re: same.	0.20	
03/25/24	BM	110	Analysis regarding adversary proceeding complaint against bondholders' representatives.	1.40	
03/25/24	OM	110	Correspondence with M. Savetsky re: objection to distribution motion.	0.10	
TASK TOTAL 110				16.40	\$12,426.00

113 – PLAN AND DISCLOSURE STATEMENT

02/27/24	BM	113	Analysis and revisions of letter to stakeholders regarding plan issues and request for a status conference.	1.40	
03/01/24	BM	113	Analysis regarding potential global plan settlement.	1.10	
03/04/24	BM	113	Call with Debtors, PH and Pensioners' counsel regarding potential mediation.	0.50	
03/04/24	AHS	113	Call with counsel for Debtors, PH and pension committee re: plan issues and upcoming status conference.	0.50	
03/04/24	JT	113	Office conference with A. Sherman re: potential mediation.	0.30	
03/04/24	GAK	113	Review Debtors' motion to approve DS and approve solicitation procedures.	0.30	
03/04/24	MS	113	Legal research re: plan issues.	0.30	

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				HOURS	AMOUNT
03/05/24	BM	113	Analysis regarding revisions of proposed filed plan of liquidation.	1.30	
03/05/24	BM	113	Calls with counsel to PH and Debtors' regarding settlement conference.	0.60	
03/05/24	BM	113	Analysis regarding Committee's settlement proposal to Debtors and PH.	1.20	
03/05/24	AHS	113	Prepare for and attend hearing regarding status conference on plan issues and alternative dispute resolution process.	1.20	
03/05/24	AHS	113	Follow up emails to counsel re: document requests and upcoming conference issues.	0.70	
03/05/24	AHS	113	Call with counsel for Preston Hollow re: upcoming court conference and plan issues.	0.30	
03/05/24	AHS	113	Calls with FTI re: upcoming conference and plan issues.	0.40	
03/05/24	AHS	113	Call with committee member and email to committee re: plan and upcoming court conference.	0.40	
03/05/24	GAK	113	Review Debtors' motion to extend Plan exclusivity periods.	0.10	
03/05/24	MS	113	Review plan settlement term sheet.	0.50	
03/06/24	BM	113	Analysis regarding revisions of Debtors' proposed plan of liquidation.	1.20	
03/06/24	BM	113	Analysis of issues regarding settlement conference.	1.10	
03/06/24	AHS	113	Analysis re: plan issues, JV valuation and case law re: disparate plan treatment and fair and equitable issues.	0.80	

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				HOURS	AMOUNT
03/06/24	MS	113	Review and revise Debtors' proposed chapter 11 plan.	5.20	
03/07/24	BM	113	Analysis of issues regarding potential plan settlement.	0.70	
03/07/24	MS	113	Review and revise Debtors' proposed chapter 11 plan.	6.10	
03/08/24	BM	113	Analysis of issues regarding settlement conference and revisions of proposed plan of liquidation.	1.20	
03/08/24	AHS	113	Email to counsel re: plan support agreement, H2C JV update.	0.20	
03/08/24	AHS	113	Review of case law and analysis re: apparent plan support agreement.	0.70	
03/08/24	MS	113	Call with B. Mankovetskiy re: proposed revisions to proposed chapter 11 plan and disclosure statement objection.	0.20	
03/08/24	MS	113	Review and further revise Debtors' proposed chapter 11 plan.	4.70	
03/08/24	MS	113	Emails to B. Mankovetskiy re: Debtors' proposed chapter 11 plan.	0.40	
03/08/24	MS	113	Call with A. Sherman re: Debtors' proposed chapter 11 plan.	0.10	
03/08/24	MS	113	Call with B. Mankovetskiy re: Debtors' proposed chapter 11 plan.	0.20	
03/11/24	BM	113	Analysis regarding Debtors' plan support agreement.	0.60	
03/11/24	BM	113	Call with FTI regarding settlement conference issues.	0.40	
03/11/24	GAK	113	Review Debtors' motion and related order regarding expedited conference.	0.10	

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				HOURS	AMOUNT
03/11/24	MS	113	Review and revise comments on plan of liquidation.	2.20	
03/11/24	MS	113	Calls with B. Mankovetskiy re: revisions to plan of liquidation.	0.50	
03/12/24	AHS	113	Review and circulate draft combined plan and disclosure statement and email to committee re: same.	0.70	
03/12/24	MS	113	Review cases re: plan related research.	0.20	
03/12/24	MS	113	Confer with O. Matviyishyn re: plan related research.	0.20	
03/12/24	MS	113	Being drafting disclosure statement objection.	1.30	
03/12/24	MS	113	Review solicitation procedures motion.	0.70	
03/12/24	MS	113	Draft email to B. Mankovetskiy re: plan injunction, third party release and ballot opt out.	0.20	
03/12/24	MS	113	Review plan injunction, third party release and ballot opt out.	0.40	
03/12/24	MS	113	Call with B. Mankovetskiy re: amendment to schedules and late claim.	0.10	
03/12/24	MS	113	Research bankruptcy and local rules re: amendment to schedules and late claim.	0.30	
03/12/24	MS	113	Review schedules and claims register re: pension plan claims.	0.30	
03/12/24	MS	113	Research re: enforceability of Plan Support Agreement.	0.80	
03/12/24	MS	113	Review Plan Support Agreement.	0.80	
03/12/24	MS	113	Confer with B. Mankovetskiy and A. Sherman re: plan of liquidation.	0.10	

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				HOURS	AMOUNT
03/12/24	MS	113	Review and further revise plan of liquidation.	2.10	
03/12/24	OM	113	Research third-party release factors pertaining to the Committee's draft objection to the disclosure statement.	0.60	
03/13/24	BM	113	Analysis regarding plan revisions and potential resolution of Committee's objections.	1.20	
03/13/24	MS	113	Calls with O. Matviyishyn re: research for disclosure statement objection.	0.20	
03/13/24	MS	113	Confer with O. Matviyishyn re: research for disclosure statement objection and review email from O. Matviyishyn re: same.	0.20	
03/13/24	MS	113	Emails with O. Matviyishyn re: plan related research.	0.20	
03/13/24	MS	113	Call with B. Mankovetskiy re: disclosure statement objection.	0.10	
03/13/24	MS	113	Confer with B. Mankovetskiy re: preparation for court status conference re: plan and call with B. Mankovetskiy re: same.	0.30	
03/13/24	MS	113	Further review of solicitation procedures motion, order and exhibits.	0.50	
03/13/24	MS	113	Draft disclosure statement objection.	4.40	
03/13/24	OM	113	Finalize Eighth Circuit third-party release research and provide summary to M. Savetsky.	1.30	
03/13/24	OM	113	Draft patently unconfirmable legal standard for use in objection to the disclosure statement.	0.70	

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				HOURS	AMOUNT
03/13/24	OM	113	Additional correspondence with M. Savetsky re: patently unconfirmable plan research.	0.10	
03/13/24	OM	113	Research "patently unconfirmable plan" standard in Eight Circuit for objection to disclosure statement.	2.40	
03/13/24	OM	113	Correspondence with M. Savetsky re: "patently unconfirmable plan" standard in Eighth Circuit.	0.10	
03/13/24	OM	113	Correspondence with M. Savetsky re: third-party release research.	0.10	
03/14/24	BM	113	Analysis regarding updated waterfall analysis and potential settlement with bondholders and pension committee.	1.30	
03/14/24	BM	113	Call with Pension Committee professionals regarding plan issues.	0.80	
03/14/24	AHS	113	Call with counsel for pension committee re: plan issues and follow up re: information request and preparation for upcoming conference.	0.80	
03/14/24	JT	113	Review disclosure statement and plan for objection purposes.	1.20	
03/14/24	MS	113	Draft disclosure statement objection.	2.50	
03/14/24	MS	113	Emails with J. Teele and O. Matviyishyn re: disclosure statement objection.	0.10	
03/14/24	OM	113	Follow up research re: "patently unconfirmable plan" pursuant to further instructions from M. Savetsky.	1.40	
03/15/24	BM	113	Prepare for settlement conference.	1.20	

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				HOURS	AMOUNT
03/17/24	BM	113	Attend to preparation for settlement conference.	1.10	
03/17/24	AHS	113	Review of materials and leadings and prepare for court conference.	1.40	
03/18/24	BM	113	Analysis regarding a potential settlement with pension committee.	1.20	
03/18/24	BM	113	Attend settlement conference.	5.80	
03/18/24	AHS	113	Attend court conference re: plan and disclosure statement issues.	5.80	
03/18/24	MS	113	Draft disclosure statement objection.	3.20	
03/18/24	MS	113	Call with B. Mankovetskiy re: court conference re: plan and objections to disclosure statement and final cash collateral order.	0.10	
03/19/24	BM	113	Analysis regarding potential plan settlement structure with pensioners committee.	0.90	
03/19/24	BM	113	Analysis regarding projected updated waterfall.	0.60	
03/19/24	BM	113	Analysis regarding potential alternative settlement structures with bondholders.	1.30	
03/19/24	BM	113	Call with Debtors, Pension Committee and Preston Hollow regarding plan issues.	0.50	
03/19/24	AHS	113	Analysis re: plan and possible settlement issues and call with counsel for pension committee re: same.	0.80	
03/19/24	AHS	113	Call with parties re: plan settlement.	0.50	
03/19/24	JT	113	Review/revise disclosure statement objection.	1.10	

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				HOURS	AMOUNT
03/19/24	JT	113	Discuss yesterday's mediation with B. Mankovetskiy.	0.30	
03/19/24	MS	113	Confer with B. Mankovetskiy re: settlement discussions with Master Trustee and Preston Hollow and next steps.	0.10	
03/19/24	MS	113	Continue drafting disclosure statement objection.	2.60	
03/19/24	OM	113	Research substantive consolidation under Eighth Circuit law for use in disclosure statement objection.	1.60	
03/19/24	OM	113	Research "good faith" standard under Eighth Circuit law for use in disclosure statement objection.	1.30	
03/19/24	OM	113	Further correspondence with M. Savetsky re: substantive consolidation and "good faith" of plan research.	0.10	
03/19/24	OM	113	Correspondence with M. Savetsky re: research pertaining to "good faith" filing of plan and substantive consolidation for the disclosure statement objection.	0.20	
03/19/24	OM	113	Draft research summaries of "good faith" and substantive consolidation standards in Eighth Circuit and provide to M. Savetsky.	0.50	
03/20/24	BM	113	Analysis regarding potential resolution of plan objections.	1.10	
03/20/24	BM	113	Analysis regarding objection to disclosure statement.	1.40	
03/20/24	MS	113	Review email from B. Mankovetskiy re: upcoming deadlines.	0.10	
03/20/24	MS	113	Continue drafting disclosure statement objection.	6.60	

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				HOURS	AMOUNT
03/20/24	MS	113	Legal research re: disclosure statement objection.	0.70	
03/20/24	MS	113	Confer with B. Mankovetskiy re: disclosure statement objection.	0.20	
03/21/24	BM	113	Call with FTI regarding bondholders' settlement proposal.	0.30	
03/21/24	BM	113	Call with Committee chair regarding plan issues.	0.30	
03/21/24	BM	113	Analysis regarding bondholders' proposed revised plan of liquidation.	1.20	
03/21/24	AHS	113	Review and analysis of plan as circulated by counsel for Preston Hollow.	0.80	
03/21/24	AHS	113	Calls with counsel for PH and FTI re: plan as revised and economics of plan.	0.70	
03/21/24	JT	113	Review updated disclosure statement objection.	0.70	
03/21/24	MS	113	Call with B. Mankovetskiy re: settlement discussions with Master Trustee re: plan.	0.10	
03/21/24	MS	113	Review and revise disclosure statement objection.	4.00	
03/21/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: disclosure statement objection.	0.10	
03/21/24	MS	113	Review Master Trustee's proposed revisions to plan.	0.40	
03/22/24	BM	113	Analysis regarding potential global plan settlement.	1.10	
03/22/24	BM	113	Analysis regarding revisions of proposed plan of liquidation in connection with potential settlement.	1.30	
03/22/24	BM	113	Analysis regarding Debtors' filed plan supplement.	0.40	

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				HOURS	AMOUNT
03/22/24	AHS	113	Calls with counsel for Preston Hollow and counsel for Debtors re: plan issues.	0.80	
03/22/24	AHS	113	Email to committee re: plan status, draft objections to disclosure statement, distribution motion and draft challenge complaint.	0.50	
03/22/24	AHS	113	Review of draft objection to disclosure statement, challenge complaint, objection to distribution motion and objection to cash collateral.	0.90	
03/22/24	AHS	113	Calls with FTI re: plan and term sheet issues and possible counter proposal.	0.40	
03/22/24	GAK	113	Review liquidation analysis.	0.20	
03/22/24	GAK	113	Communications with A. Sherman regarding Foundation matters.	0.10	
03/22/24	MS	113	Review and further revise Bondholders' draft proposed amended plan.	2.70	
03/22/24	MS	113	Call with B. Mankovetskiy re: settlement discussions and revisions to plan.	0.40	
03/24/24	AHS	113	Email to parties and follow up on progress re: plan and disclosure statement negotiations.	0.40	
03/24/24	MS	113	Review liquidation analysis filed by Debtors.	0.30	
03/25/24	BM	113	Call with FTI regarding status of plan negotiations.	0.30	
03/25/24	BM	113	Call with Debtors' counsel regarding plan issues.	0.20	
03/25/24	BM	113	Call with Pension Committee's counsel regarding plan issues.	0.20	

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				HOURS	AMOUNT
03/25/24	BM	113	Analysis regarding objection to disclosure statement.	1.60	
03/25/24	BM	113	Call with Bondholders' and Debtors' professionals regarding plan issues.	0.60	
03/25/24	AHS	113	Attend creditors' committee re: plan issues.	0.50	
03/25/24	AHS	113	Call with FTI in advance of committee meeting re: plan issues.	0.30	
03/25/24	AHS	113	Review, revise and finalize objection to disclosure statement, objection re: cash collateral, objection re: motion to distribute and challenge complaint.	1.40	
03/25/24	AHS	113	Call with all parties re: plan, DS and potential settlement of issues.	0.60	
03/25/24	AHS	113	Emails with Debtors' counsel re: plan and DS issues.	0.30	
03/25/24	AHS	113	Call with counsel for pension committee re: plan and DS issues.	0.40	
03/25/24	MS	113	Confer with B. Mankovetskiy re: disclosure statement and plan issues and preparation for disclosure statement hearing.	0.20	
03/25/24	MS	113	Review and prepare documents for disclosure statement hearing.	0.40	
03/25/24	MS	113	Review disclosure statement re: potential litigation claim disclosures and draft email to A. Sherman re: same.	0.20	
03/26/24	BM	113	Discussions with Pensioners' Committee's counsel regarding potential plan settlement.	0.40	

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				HOURS	AMOUNT
03/26/24	BM	113	Analysis regarding potential settlement of Committee's objections to disclosure statement.	1.10	
03/26/24	BM	113	Call with Debtors' and Bondholders' professionals regarding potential plan settlement.	0.40	
03/26/24	BM	113	Analysis regarding bondholders' plan settlement proposal.	1.30	
03/26/24	BM	113	Attend to preparation for contested disclosure statement hearing.	2.20	
03/26/24	AHS	113	Negotiate DS objections with parties, calls and emails re: same.	2.20	
03/26/24	MS	113	Email to B. Mankovetskiy re: Bondholders' draft proposed amended plan.	0.10	
03/26/24	MS	113	Review and further revise markup of Bondholders' draft proposed amended plan to address settlement with Committee.	0.90	
03/26/24	MS	113	Finalize email to Committee re: bondholder's revised settlement offer.	0.20	
03/26/24	MS	113	Calls with B. Mankovetskiy re: bondholder's revised settlement offer and review same.	0.30	
03/26/24	MS	113	Review United States Trustee's objection and other objections to disclosure statement/plan.	0.20	
03/27/24	BM	113	Attend plan settlement discussions with Debtors', Bondholders' and Pensioners Committee's professionals.	5.20	

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				HOURS	AMOUNT
03/27/24	BM	113	Attend hearing on motion to approve disclosure statement and related matters.	1.30	
03/27/24	AHS	113	Meetings with parties in advance of hearing to resolve issues regarding DS and plan.	2.80	
03/27/24	AHS	113	Prepare for and hearing re: DS approval and follow up with client re: same.	1.40	
03/27/24	MS	113	Review emails from A. Sherman and Committee members re: plan settlement negotiations.	0.10	
03/27/24	MS	113	Review plan and stipulation re: treatment of Altera claims.	0.20	
03/27/24	MS	113	Call with B. Mankovetskiy re: settlement and revisions to plan.	0.10	
03/27/24	MS	113	Review revised draft amended combined plan and disclosure statement and further comment on same.	3.30	
03/28/24	BM	113	Analysis regarding advance distribution to Pension Plan under the proposed plan of liquidation.	0.80	
03/28/24	BM	113	Analysis and revisions of proposed amended plan and disclosure statement.	1.90	
03/28/24	AHS	113	Review and revise plan and DS and have circulated.	0.80	
03/28/24	AHS	113	Calls with parties re: plan issues and proposed changes to plan.	0.60	
03/28/24	AHS	113	Email to Committee re: plan status and revisions and call with chairperson re: same.	0.50	
03/28/24	AHS	113	Call with FTI re: pension claim and distribution issues.	0.20	

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				HOURS	AMOUNT
03/28/24	AHS	113	Further emails with the parties re: plan and deadline issues.	0.30	
03/28/24	MS	113	Call with N. Ganti, J. Park. A. Sherman and B. Mankovetskiy re: plan issues.	0.30	
03/28/24	MS	113	Draft Committee letter to unsecured creditors in support of plan.	1.00	
03/28/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: further revised draft amended plan.	0.10	
03/28/24	MS	113	Review emails from M. Preusker, D. Simon and E. Keil re: further revised draft amended plan.	0.10	
03/28/24	MS	113	Review further revised draft amended plan.	0.30	
03/28/24	MS	113	Further review and revise draft amended plan.	3.20	
03/28/24	MS	113	Emails with B. Mankovetskiy re: draft amended plan.	0.40	
03/28/24	MS	113	Calls with B. Mankovetskiy re: revisions to draft amended plan.	0.40	
03/28/24	MS	113	Review bondholder comments on draft amended plan.	0.30	
03/29/24	BM	113	Analysis and revisions of proposed amended plan and disclosure statement.	1.80	
03/29/24	BM	113	Analysis and revisions of Committee letter in support of plan confirmation.	0.70	
03/29/24	BM	113	Analysis regarding advance distribution to Pension Plan.	0.70	
03/29/24	BM	113	Analysis regarding form of order approving disclosure statement and related relief.	0.80	

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				HOURS	AMOUNT
03/29/24	AHS	113	Emails with parties to address further plan issues and revisions.	0.80	
03/29/24	AHS	113	Review and revise plan as circulated and address proposed changes.	0.90	
03/29/24	AHS	113	Emails with committee and members re: open plan issues.	0.50	
03/29/24	AHS	113	Emails with FTI re: plan and pension issues.	0.40	
03/29/24	AHS	113	Review and revise plan support letter as requested and have same circulated.	0.60	
03/29/24	GAK	113	Review Plan and DS objections.	0.20	
03/29/24	MS	113	Review emails from P. Roby, M. Preusker and E. Keil re: plan revisions.	0.30	
03/29/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: plan revisions.	0.40	
03/29/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: revisions to disclosure statement order.	0.30	
03/29/24	MS	113	Emails with A. Sherman re: revisions to Committee plan support letter.	0.20	
03/29/24	MS	113	Review and revise Committee plan support letter to incorporate various committee member comments.	0.80	
03/29/24	MS	113	Emails with D. Simon and E. Keil re: revised plan, disclosure statement order, and committee plan support letter.	0.30	
03/29/24	MS	113	Review revisions to first amended plan.	0.40	
03/29/24	MS	113	Review revisions to disclosure statement order and exhibits.	0.40	

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				HOURS	AMOUNT
03/29/24	MS	113	Call with N. Ganti re: pension claim distributions and emails with N. Ganti re: same.	0.20	
03/29/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: pension claim distributions and call with B. Mankovetskiy re: same.	0.20	
03/29/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: pension plan reserve and true up issues.	0.40	
03/29/24	MS	113	Review pension plan provisions re: plan reserve and true up issues.	0.20	
TASK TOTAL 113				<u>180.40</u>	<u>\$159,996.00</u>

114 – RELIEF FROM STAY PROCEEDINGS

03/13/24	MS	114	Review motion for relief from stay filed by Iowa City Ambulatory Surgical Center.	0.30	
03/15/24	MS	114	Review and revise objection to Secured Bondholders motion for distribution of sale proceeds.	5.20	
03/19/24	MS	114	Review and revise objection to Secured Bondholders motion for distribution of sale proceeds.	2.20	
03/19/24	MS	114	Call with B. Mankovetskiy re: objection to Secured Bondholders motion for distribution of sale proceeds and emails with B. Mankovetskiy re: same.	0.20	

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				HOURS	AMOUNT
03/29/24	AHS	114	Emails re: ASC issues, review form of order and attend hearing re: same.	0.40	
TASK TOTAL 114				8.30	\$7,026.50
116 – TRAVEL (billed at 50%)					
03/17/24	AHS	116	Travel from Newark to Cedar Rapids. (4.00)	2.00	
03/18/24	AHS	116	Travel from Cedar Rapids to Newark. (4.00)	2.00	
03/26/24	BM	116	Travel to Iowa for disclosure statement hearing. (4.00)	2.00	
03/26/24	AHS	116	Travel from Newark to Cedar Rapids. (4.00)	2.00	
03/27/24	BM	116	Travel from Iowa in connection with hearing on disclosure statement. (4.00)	2.00	
03/27/24	AHS	116	Travel from Cedar Rapids to Newark. (4.00)	2.00	
TASK TOTAL 116				12.00	\$12,300.00
TOTAL FEES at Standard Rates				266.90	\$228,338.50
Attorney Fees at Blended Rate of \$675				266.90	\$180,157.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				266.90	\$180,157.50

TASK CODE SUMMARY

101	Asset Analysis and Recovery	0.70	\$647.50
102	Asset Disposition	7.60	\$6,879.00
104	Case Administration	5.40	\$4,077.00
105	Claims Administration and Objections	2.10	\$1,927.50
107	Fee/Employment Applications	15.90	\$9,979.50
108	Fee/Employment Objections	0.50	\$387.50

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109	Financing	17.60	\$12,692.00
110	Litigation (Other than Avoidance Action Litigation)	16.40	\$12,426.00
113	Plan and Disclosure Statement	180.40	\$159,996.00
114	Relief from Stay Proceedings	8.30	\$7,026.50
116	Travel (billed at 50%)	12.00	\$12,300.00
TOTAL FEES at Standard Rates		266.90	\$228,338.50
Attorney Fees at Blended Rate of \$675		266.90	\$180,157.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		266.90	\$180,157.50

Andrew H. Sherman	43.60	x	\$1,075.00	=	\$46,870.00
Boris Mankovetskiy	75.30	x	\$925.00	=	\$69,652.50
Jason Teele	16.20	x	\$895.00	=	\$14,499.00
Michael Savetsky	92.20	x	\$835.00	=	\$76,987.00
Gregory A. Kopacz	10.00	x	\$775.00	=	\$7,750.00
Oleh Matviyishyn	29.60	x	\$425.00	=	\$12,580.00

DISBURSEMENT DETAIL

01/10/24	291	Airfare (Flight to hearing in Cedar Rapids – AHS)	\$518.33
01/10/24	291	Airfare (Flight to hearing in Cedar Rapids – BM)	\$518.33
01/21/24	382	Meals (Attend hearing in Cedar Rapids – AHS)	\$14.76
01/21/24	382	Meals (Attend hearing in Cedar Rapids – AHS)	\$5.66
01/21/24	293	Lodging (Attend hearing in Cedar Rapids – AHS)	\$121.98
01/21/24	293	Lodging (Attend hearing in Cedar Rapids – BM)	\$121.98
01/21/24	291	Airfare (Flight from hearing in Cedar Rapids – AHS)	\$300.10
01/21/24	291	Airfare (Flight from hearing in Cedar Rapids – BM)	\$300.10
01/22/24	382	Meals (Attend hearing in Cedar Rapids – AHS)	\$17.98
01/22/24	382	Meals (Attend hearing in Cedar Rapids – AHS)	\$49.38
01/22/24	294	Car Rental (Attend hearing in Cedar Rapids)	\$225.47
01/22/24	297	Miscellaneous Travel (gas) (Attend hearing in Cedar Rapids)	\$29.15
01/22/24	295	Parking (Attend hearing in Cedar Rapids)	\$73.66
01/22/24	296	Tolls (Attend hearing in Cedar Rapids)	\$9.99
03/17/24	382	Meals (Attend settlement conference in Cedar Rapids – AHS)	\$11.50
03/17/24	382	Meals (Attend settlement conference in Cedar Rapids – AHS)	\$60.81
03/17/24	293	Lodging (Attend settlement conference in Cedar Rapids – AHS)	\$148.86

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03/17/24	293	Lodging (Attend settlement conference in Cedar Rapids – BM)	\$148.86
03/17/24	291	Airfare (Attend settlement conference in Cedar Rapids – AHS)	\$1,300.22
03/17/24	291	Airfare (Attend settlement conference in Cedar Rapids – BM)	\$1,300.22
03/18/24	382	Meals (Attend settlement conference in Cedar Rapids – AHS/BM)	\$82.58
03/18/24	382	Meals (Attend settlement conference in Cedar Rapids – AHS)	\$18.54
03/18/24	294	Car Rental (Attend settlement conference in Cedar Rapids)	\$50.80
03/05/24	358	Pacer	\$3.00
03/05/24	358	Pacer	\$0.80
03/05/24	358	Pacer	\$1.00
03/18/24	358	Pacer	\$3.00
03/18/24	358	Pacer	\$3.00
03/22/24	358	Pacer	\$0.10
03/22/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$3.00
03/23/24	358	Pacer	\$0.60
03/23/24	358	Pacer	\$0.50
03/23/24	358	Pacer	\$0.30
03/23/24	358	Pacer	\$0.50
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$0.90
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$2.90
03/23/24	358	Pacer	\$2.90
03/23/24	358	Pacer	\$1.00
03/23/24	358	Pacer	\$0.20
03/23/24	358	Pacer	\$0.50
03/23/24	358	Pacer	\$0.60
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$0.40
03/23/24	358	Pacer	\$0.60
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$0.50
03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$0.40

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03/23/24	358	Pacer	\$0.10
03/23/24	358	Pacer	\$2.90
TOTAL DISBURSEMENTS			\$5,459.76

INVOICE SUMMARY	
Total Fees	\$180,157.50
Total Disbursements	\$5,459.76
TOTAL THIS INVOICE	\$185,617.26*

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at **Standard Rates (\$228,338.50)** and fees at **Blended Rate** of \$675 (**\$180,157.50**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross
A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

May 21, 2024
Client/Matter No. 08650147.000001
Invoice: 2058817
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through April 30, 2024

				HOURS	AMOUNT
102 – ASSET DISPOSITION					
04/01/24	BM	102	Analysis regarding sale proceeds distribution form of order.	0.30	
04/04/24	BM	102	Analysis regarding ICASC valuation in connection with purchase option.	1.10	
04/12/24	BM	102	Analysis regarding valuation and disposition of JV interests.	1.10	
04/25/24	BM	102	Analysis regarding valuation and sale of JV interests.	1.10	
TASK TOTAL 102				3.60	\$3,330.00
104 – CASE ADMINISTRATION					
04/08/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.40	
04/12/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	

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				HOURS	AMOUNT
04/22/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.30	
04/25/24	MS	104	Call with creditor Medico re: questions about documents received in the chapter 11 cases.	0.20	
04/26/24	OM	104	Review docket, update critical dates calendar, and circulate same to team with reminders.	0.20	
TASK TOTAL 104				<u>1.30</u>	<u>\$634.50</u>

107 – FEE/EMPLOYMENT APPLICATIONS

04/03/24	GAK	107	Attention to fee application issues and communications with A. Sherman regarding same	0.20	
04/03/24	OM	107	Provide summary of compensation procedures to A. Sherman.	0.20	
04/17/24	GAK	107	Draft/revise February fee application.	1.70	
04/30/24	GAK	107	Email local counsel regarding February fee application.	0.10	
04/30/24	GAK	107	Finalize February fee application for review by A. Sherman.	0.80	
TASK TOTAL 107				<u>3.00</u>	<u>\$2,255.00</u>

108 – FEE/EMPLOYMENT OBJECTIONS

04/12/24	GAK	108	Review fee applications of the Debtors' professionals and the pension committee's professionals.	0.20	
04/23/24	GAK	108	Review Debtors' professionals' fee applications	0.10	

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				HOURS	AMOUNT
04/25/24	GAK	108	Review UST's objection to MWE's fee application; review pension committee professional's fee applications.	0.10	
TASK TOTAL 108				<u>0.40</u>	<u>\$310.00</u>
109 – FINANCING					
04/12/24	BM	109	Analysis regarding interim distribution.	0.70	
04/17/24	AHS	109	Review of stipulation re: adversary proceeding; execute same and return for filing with Court.	0.30	
TASK TOTAL 109				<u>1.00</u>	<u>\$970.00</u>
110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)					
04/10/24	BM	110	Analysis regarding stipulation extending deadlines in adversary proceeding against PH.	0.60	
04/10/24	MS	110	Review draft stipulated order re: stay of committee adversary proceeding, stipulation, and motion to approve and review and revise same.	0.30	
04/10/24	MS	110	Call with B. Mankovetskiy re: draft stipulated order re: stay of committee adversary proceeding, stipulation, and motion to approve and emails with M. Preusker re: same.	0.30	
04/12/24	MS	110	Draft email to Committee re: draft stipulated order staying committee adversary proceeding and emails with A. Sherman re: same.	0.40	

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				HOURS	AMOUNT
04/15/24	MS	110	Emails with M. Preusker re: draft stipulated order staying committee adversary proceeding.	0.10	
04/17/24	MS	110	Emails with M. Preusker, D. Ko and A. Sherman re: stipulated order staying committee adversary proceeding.	0.30	
TASK TOTAL 110				<u>2.00</u>	<u>\$1,724.00</u>

113 – PLAN AND DISCLOSURE STATEMENT

04/01/24	BM	113	Analysis regarding proposed order approving disclosure statement and solicitation procedures.	0.90	
04/01/24	AHS	113	Review of revised version of plan, disclosure statement and solicitation documents.	0.70	
04/01/24	MS	113	Call with B. Mankovetskiy re: tabulation of pension claim votes.	0.10	
04/01/24	MS	113	Call with E. Keil re: tabulation of pension claim votes.	0.20	
04/01/24	MS	113	Emails with E. Keil re: tabulation of pension claim votes.	0.30	
04/01/24	MS	113	Review further revised disclosure statement order and revisions to committee plan support letter.	0.30	
04/01/24	OM	113	Correspondence with M. Savetsky re: continued solicitation hearing and critical dates calendar.	0.10	
04/02/24	MS	113	Emails with B. Mankovetskiy re: further revised plan for solicitation.	0.20	

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				HOURS	AMOUNT
04/02/24	MS	113	Emails with E. Keil re: further revised plan for solicitation.	0.20	
04/02/24	MS	113	Review further revised plan for solicitation.	0.50	
04/02/24	MS	113	Review further revised disclosure statement order and exhibits.	0.30	
04/03/24	MS	113	Review entered disclosure statement order.	0.10	
04/03/24	MS	113	Emails with E. Keil and B. Mankovetskiy re: missing exhibit to disclosure statement order and fixing same.	0.20	
04/03/24	MS	113	Emails with A. Sherman and call with B. Mankovetskiy re: further revised disclosure statement order as submitted to Court and exhibits.	0.10	
04/03/24	MS	113	Review further revised disclosure statement order as submitted to Court and exhibits.	0.30	
04/09/24	GAK	113	Review amended plan/disclosure statement.	0.20	
04/09/24	GAK	113	Review Disclosure Statement Order.	0.20	
04/12/24	BM	113	Analysis regarding liquidation trust agreement.	0.90	
04/12/24	AHS	113	Review of stipulation with bondholders and email to committee re: same.	0.40	
04/12/24	MS	113	Begin drafting liquidation trust agreement.	2.10	
04/15/24	MS	113	Call with A. Sherman re: liquidation trust agreement.	0.10	
04/15/24	MS	113	Draft email to A. Sherman re: liquidation trust agreement.	0.20	
04/15/24	MS	113	Call with B. Mankovetskiy re: liquidation trust agreement.	0.10	

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				HOURS	AMOUNT
04/15/24	MS	113	Draft liquidation trust agreement.	1.50	
04/16/24	BM	113	Analysis regarding plan supplement.	0.80	
04/16/24	BM	113	Analysis regarding liquidation trust agreement.	1.30	
04/17/24	MS	113	Review and revise liquidation trust agreement and conform to Plan.	4.70	
04/18/24	BM	113	Analysis and revisions of draft liquidation trust agreement.	0.90	
04/18/24	MS	113	Review and further revise liquidation trust agreement.	4.30	
04/18/24	MS	113	Review plan re: conforming liquidation trust agreement.	1.90	
04/18/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: liquidation trust agreement.	0.10	
04/19/24	MS	113	Review and further revise liquidation trust agreement.	4.10	
04/22/24	BM	113	Analysis regarding plan supplement and draft liquidation trust agreement.	2.20	
04/22/24	MS	113	Emails with B. Mankovetskiy re: draft liquidation trust agreement.	0.20	
04/23/24	BM	113	Analysis regarding Pensioners Committee's 3018 motion.	0.60	
04/23/24	BM	113	Analysis regarding plan supplement documents and plan modifications.	1.90	
04/23/24	GAK	113	Review pension committee's rule 3018 motion.	0.10	
04/24/24	BM	113	Analysis regarding plan modifications and plan supplement.	1.30	
04/24/24	BM	113	Analysis and revisions of liquidation trust agreement.	1.10	

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				HOURS	AMOUNT
04/24/24	MS	113	Review MWE revisions to liquidation trust agreement and review email from E. Keil, B. Mankovetskiy and A. Sherman re: same.	0.30	
04/24/24	MS	113	Review further revisions to liquidation trust agreement .	0.20	
04/25/24	BM	113	Analysis regarding plan modifications.	0.90	
04/25/24	BM	113	Analysis regarding draft liquidation trust agreement.	0.80	
04/25/24	AHS	113	Call with committee member re: liquidating trust agreement and follow up with counsel for PH re: proposed changes to agreement.	0.50	
04/25/24	AHS	113	Emails with committee member re: liquidating trustee issues and liquidating trust agreement.	0.30	
04/25/24	GAK	113	Review Debtors' motion to modify rules for plan confirmation hearing.	0.10	
04/25/24	MS	113	Review emails from A. Sherman and R. Westermann re: liquidation trust agreement and compensation structure.	0.10	
04/25/24	MS	113	Confer with B. Mankovetskiy re: liquidation trust agreement and Pension Committee's Rule 3018 motion.	0.20	
04/25/24	MS	113	Emails with E. Keil re: plan revisions and confirmation order.	0.20	
04/25/24	MS	113	Review plan revisions.	0.10	
04/25/24	MS	113	Confer with B. Mankovetskiy re: plan provisions on dissolution of Debtors.	0.10	
04/25/24	MS	113	Review plan re: plan supplement requirements.	0.20	

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				HOURS	AMOUNT
04/25/24	MS	113	Draft email to B. Mankovetskiy re: plan supplement requirements.	0.10	
04/25/24	MS	113	Emails with K. Keil re: plan supplement requirements.	0.20	
04/26/24	BM	113	Analysis regarding revisions of liquidation trust agreement.	0.70	
04/26/24	BM	113	Analysis regarding pension claims and plan administration issues.	1.10	
04/26/24	AHS	113	Review of proposed revisions to liquidating trust agreement as circulated by counsel to PH and respond to emails re: same.	0.40	
04/26/24	MS	113	Review Bondholder Representatives' comments/revisions to draft liquidation trust agreement.	0.90	
04/26/24	MS	113	Draft email to B. Mankovetskiy re: Bondholder Representatives' comments/revisions to draft liquidation trust agreement.	0.40	
04/26/24	MS	113	Review and revise draft liquidation trust agreement.	0.90	
04/27/24	MS	113	Emails with B. Mankovetskiy re: revisions to draft liquidation trust agreement.	0.20	
04/27/24	MS	113	Further review and revise draft liquidation trust agreement.	0.30	
04/28/24	BM	113	Analysis and revisions of the plan and liquidation trust agreement.	1.40	
04/28/24	AHS	113	Review and revise liquidating trust agreement and have circulated to all parties for review and comment.	1.10	

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				HOURS	AMOUNT
04/28/24	MS	113	Further comment on Plan to conform to liquidation trust agreement.	0.40	
04/28/24	MS	113	Further review and revise liquidation trust agreement.	1.40	
04/28/24	MS	113	Emails with A. Sherman and B. Mankovetskiy re: revisions to draft liquidation trust agreement.	0.40	
04/29/24	BM	113	Call with Debtors', Pension Committee's and Bondholders' counsel regarding plan issues.	0.30	
04/29/24	BM	113	Analysis and revisions of draft liquidation trust agreement.	1.20	
04/29/24	BM	113	Analysis and revisions of plan of liquidation.	1.10	
04/29/24	BM	113	Analysis regarding pension plan continuation issues and potential exposure to the estates.	1.20	
04/29/24	AHS	113	Call with counsel for PH re: liquidating trust agreement and confirmation issues.	0.30	
04/29/24	AHS	113	Call with counsel for Debtors, PH and pension committee re: confirmation issues, pension issues.	0.30	
04/29/24	AHS	113	Email to committee re: status update and liquidating trust update.	0.30	
04/30/24	BM	113	Analysis regarding potential plan modifications relating to continuation of pension plan.	1.30	
TASK TOTAL 113				<u>55.60</u>	<u>\$49,352.00</u>

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				HOURS	AMOUNT
114 – RELIEF FROM STAY PROCEEDINGS					
04/01/24	MS	114	Review revised proposed order allowing distribution of sale proceeds and emails with B. Mankovetskiy re: same.	0.20	
TASK TOTAL 114				0.20	\$167.00
TOTAL FEES at Standard Rates				67.10	\$58,742.50
Attorney Fees at Blended Rate of \$675				67.10	\$45,292.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				67.10	\$45,292.50

TASK CODE SUMMARY

102	Asset Disposition	3.60		\$3,330.00
104	Case Administration	1.30		\$634.50
107	Fee/Employment Applications	3.00		\$2,255.00
108	Fee/Employment Objections	0.40		\$310.00
109	Financing	1.00		\$970.00
110	Litigation (Other than Avoidance Action Litigation)	2.00		\$1,724.00
113	Plan and Disclosure Statement	55.60		\$49,352.00
114	Relief from Stay Proceedings	0.20		\$167.00
TOTAL FEES at Standard Rates		67.10		\$58,742.50
Attorney Fees at Blended Rate of \$675		67.10		\$45,292.50
Paralegal Fees at Standard Rate		0.00		0.00
TOTAL FEES at Blended Rate		67.10		\$45,292.50
Andrew H. Sherman	4.60	x	\$1,075.00	= \$4,945.00
Boris Mankovetskiy	26.80	x	\$925.00	= \$24,790.00
Michael Savetsky	30.50	x	\$835.00	= \$25,467.50
Gregory A. Kopacz	3.80	x	\$775.00	= \$2,945.00
Oleh Matviyishyn	1.40	x	\$425.00	= \$595.00

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INVOICE SUMMARY	
Total Fees	\$45,292.50
Total Disbursements	\$0.00
TOTAL THIS INVOICE	\$45,292.50*

*Total includes fees at ***Blended Rate***. Per Retention Application, lesser of fees at *Standard Rates* (**\$58,742.50**) and fees at *Blended Rate* of \$675 (**\$45,292.50**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross

A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

July 2, 2024
Client/Matter No. 08650147.000001
Invoice: 2061693
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through May 31, 2024

				HOURS	AMOUNT
102 – ASSET DISPOSITION					
05/02/24	BM	102	Analysis regarding JV sale process issues.	0.70	
05/10/24	BM	102	Analysis regarding JV interests disposition process.	0.70	
05/10/24	GAK	102	Review Debtors' sale motion.	0.30	
05/10/24	MS	102	Review Debtors' motion to sell interest in Thompson Brothers Trust.	0.40	
05/13/24	BM	102	Analysis regarding proposed Thompson Trust interest sale.	1.10	
05/23/24	BM	102	Analysis regarding disposition of JV interests.	0.90	
05/28/24	BM	102	Analysis regarding JV sale issues.	1.20	
05/28/24	MS	102	Draft email to R. Leaf re: motion to approve sale of interest in Eastern Iowa Rehab.	0.10	
05/28/24	MS	102	Review emails from P. Magallanes and B. Mankovetskiy re: motion to approve sale of interest in Eastern Iowa Rehab.	0.20	

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				HOURS	AMOUNT
05/28/24	MS	102	Review draft motion to approve sale of interest in Eastern Iowa Rehab, proposed order and related pleadings.	0.80	
05/28/24	MS	102	Review emails from R. Leaf and counsel for purchaser re: motion to approve sale of interest in Eastern Iowa Rehab.	0.20	
05/29/24	BM	102	Analysis regarding trustee's objection to proposed sale of Debtors' interest in Thompson Trust.	1.10	
05/30/24	BM	102	Analysis regarding JV disposition process.	0.80	
05/31/24	BM	102	Analysis regarding proposed sale of IORH interests.	0.80	
05/31/24	GAK	102	Review sale objection.	0.10	
05/31/24	MS	102	Review trustee of Thompson Brothers Trust's objection to Debtors' motion to sell interest in trust.	0.40	
TASK TOTAL 102				9.80	\$8,816.00

104 – CASE ADMINISTRATION

05/01/24	MS	104	Emails with D. Vondra re: inquiry on claims against Mercy Hospital.	0.10	
05/03/24	GAK	104	Review joint motion to vacate order granting PRA payment.	0.20	
05/06/24	OM	104	Review docket, update critical dates calendar and circulate to team with reminders.	0.30	
05/13/24	OM	104	Review docket, update critical dates calendar and circulate to team with reminders.	0.50	
05/14/24	BM	104	Call with LT regarding workflows.	0.60	

Creditors' Committee

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				HOURS	AMOUNT
05/16/24	GAK	104	Review Debtors' motion to reject contracts/leases.	0.10	
05/20/24	BM	104	Prepare an update for Committee.	0.60	
05/22/24	MS	104	Call with B. Mankovetskiy re: insurance policies and SIR for med mal claims.	0.10	
05/22/24	MS	104	Review emails from R. Leaf and B. Mankovetskiy re: insurance policies and SIR for med mal claims.	0.10	
05/22/24	MS	104	Review claims register and bar date re: Kip Davis, Tyler Davis and A. Kurka medical malpractice claims and emails with B. Mankovetskiy re: same.	0.30	
05/22/24	OM	104	Review docket, update critical dates calendar and circulate to team with reminders.	0.20	
05/23/24	MS	104	Confer with B. Mankovetskiy re: med mal claims and requests for stay relief.	0.10	
05/23/24	MS	104	Review stay relief motion and consent order re: K. Banks.	0.20	
05/24/24	MS	104	Review Mercy insurance policy documents.	1.10	
05/24/24	MS	104	Review email from R. Leaf re: liquidation trust agreement and review same.	0.10	
05/28/24	MS	104	Call with B. Mankovetskiy re: revisions to liquidation trust agreement.	0.10	
05/28/24	MS	104	Review revisions to liquidation trust agreement.	0.20	
05/28/24	MS	104	Emails with R. Leaf re: finalizing liquidation trust agreement.	0.10	

Creditors' Committee

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				HOURS	AMOUNT
05/28/24	MS	104	Review emails from P. Roby and B. Mankovetskiy re: revisions to liquidation trust agreement and call with B. Mankovetskiy re: same.	0.20	
05/28/24	MS	104	Further review of insurance policies for med mal claims.	0.30	
05/28/24	MS	104	Emails with R. Leaf re: insurance policies for med mal claim.	0.20	
TASK TOTAL 104				<u>5.70</u>	<u>\$4,439.50</u>

105 – CLAIMS ADMINISTRATION AND OBJECTIONS

05/13/24	BM	105	Analysis regarding unpaid pre-sale closing administrative claims.	0.90	
05/13/24	MS	105	Review Debtors' objection to Progressive Rehabilitation associates' motion for payment of ordinary course invoices.	0.30	
05/15/24	BM	105	Analysis regarding potential continuation of pension plan.	1.30	
05/16/24	BM	105	Analysis regarding potential avoidance of pension plan termination.	1.70	
05/24/24	BM	105	Analysis regarding Kurka/Davis asserted medical malpractice claims and Debtors' insurance policies.	1.20	
05/31/24	MS	105	Review Progressive Rehabilitation associates' reply in support of motion for payment of administrative claim and Debtors' objection thereto.	0.30	
TASK TOTAL 105				<u>5.70</u>	<u>\$5,218.50</u>

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				HOURS	AMOUNT
107 – FEE/EMPLOYMENT APPLICATIONS					
05/02/24	GAK	107	Communications with local counsel regarding fee application.	0.10	
05/03/24	GAK	107	Email local counsel regarding fee application.	0.10	
05/03/24	GAK	107	Revise fee application to address comments of R. Gainer.	0.30	
05/06/24	GAK	107	Communications with A. Sherman regarding fee application.	0.10	
05/08/24	GAK	107	Attention to March fee application.	0.30	
05/08/24	OM	107	Draft March fee application.	3.80	
05/09/24	GAK	107	Review and revise March fee application.	1.60	
05/09/24	OM	107	Review and edit March fee statement and circulate to G. Kopacz for review.	0.30	
05/10/24	GAK	107	Finalize March fee application for review by A. Sherman.	0.60	
05/21/24	GAK	107	Communications with local counsel and UST regarding support document.	0.20	
05/21/24	GAK	107	Emails with UST regarding February fee application, extension of response deadline and related issues.	0.30	
05/21/24	OM	107	Review January and February fee applications pursuant to request of the U.S. Trustee.	0.20	
05/22/24	GAK	107	Communications with local counsel regarding supplement to fee application.	0.10	
05/22/24	GAK	107	Draft support document for fee application.	0.60	

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				HOURS	AMOUNT
05/23/24	GAK	107	Emails with local counsel regarding supporting document for fee application.	0.10	
TASK TOTAL 107				<u>8.70</u>	<u>\$5,237.50</u>

108 – FEE/EMPLOYMENT OBJECTIONS

05/03/24	GAK	108	Review HBM fee application.	0.10	
05/10/24	GAK	108	Review Debtors' professionals' fee applications.	0.10	
05/15/24	GAK	108	Review H2C response to UST objection.	0.20	
05/16/24	GAK	108	Review Debtors' professionals fee applications.	0.10	
05/24/24	GAK	108	Review Pension committee January fee application.	0.10	
TASK TOTAL 108				<u>0.60</u>	<u>\$465.00</u>

113 – PLAN AND DISCLOSURE STATEMENT

05/01/24	BM	113	Analysis regarding pension plan issues.	1.30	
05/01/24	MS	113	Review emails from A. Sherman, E. Keil, M. Preusker, P. Roby and B. Mankovetskiy re: revisions to draft liquidation trust agreement and plan.	0.30	
05/01/24	MS	113	Review revisions to liquidation trust agreement and plan.	0.30	
05/02/24	BM	113	Analysis regarding preparation for confirmation hearing.	0.70	
05/03/24	GAK	113	Review plan supplement.	0.20	
05/06/24	BM	113	Analysis regarding objections to plan confirmation.	1.60	
05/06/24	BM	113	Analysis regarding draft confirmation order.	1.20	

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				HOURS	AMOUNT
05/06/24	AHS	113	Review of plan objections as filed.	0.40	
05/06/24	MS	113	Review email from E. Keil re: draft confirmation order.	0.10	
05/06/24	MS	113	Call with B. Mankovetskiy re: draft confirmation order.	0.10	
05/06/24	MS	113	Review and comment on draft confirmation order.	2.90	
05/07/24	BM	113	Analysis regarding objections to plan confirmation and potential resolutions.	1.10	
05/07/24	BM	113	Analysis regarding revisions of proposed form of confirmation order.	0.90	
05/07/24	BM	113	Attend to preparation for confirmation hearing.	0.80	
05/07/24	GAK	113	Review Plan confirmation objections filed by third parties.	0.60	
05/07/24	MS	113	Further review and comment on draft confirmation order.	2.90	
05/07/24	MS	113	Review Plan provisions re: comments on confirmation order.	0.80	
05/07/24	MS	113	Emails with E. Keil re: comments on confirmation order.	0.10	
05/08/24	BM	113	Analysis regarding revisions of proposed form of confirmation order.	0.90	
05/08/24	BM	113	Analysis regarding plan modifications.	1.10	
05/08/24	MS	113	Review revised draft of confirmation order and emails with E. Keil re: same.	0.40	
05/08/24	MS	113	Review objection to confirmation filed by MercyOne.	0.60	

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				HOURS	AMOUNT
05/08/24	MS	113	Review objection to confirmation filed by Progressive Rehabilitation Associates.	0.10	
05/08/24	MS	113	Review objection to confirmation filed by Nancy Russo, J. Nicholas Russo and Brent Strabala.	0.70	
05/08/24	MS	113	Further review plan re: pension causes of action.	0.40	
05/08/24	MS	113	Call with B. Mankovetskiy re: revising plan.	0.10	
05/08/24	MS	113	Emails with B. Mankovetskiy re: revising plan.	0.30	
05/08/24	MS	113	Draft email to E. Keil re: plan revisions and emails with B. Mankovetskiy re: same.	0.30	
05/08/24	MS	113	Review changes made to plan.	0.10	
05/08/24	MS	113	Review further revisions to confirmation order from the Master Trustee and Debtors.	0.20	
05/10/24	BM	113	Analysis regarding revisions of proposed confirmation order.	0.80	
05/10/24	BM	113	Analysis regarding responses to objections to plan confirmation.	1.30	
05/10/24	BM	113	Analysis regarding plan revisions.	1.10	
05/10/24	AHS	113	Call with committee member re: confirmation issues.	0.30	
05/10/24	GAK	113	Review tabulation/voting declaration.	0.10	
05/10/24	MS	113	Review emails from M. Preusker and E. Keil re: revising scope of released parties.	0.20	
05/10/24	MS	113	Review email from E. Keil re: scope of released parties .	0.10	
05/10/24	MS	113	Review ballots certification.	0.20	

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				HOURS	AMOUNT
05/10/24	MS	113	Review MercyOne's objection to confirmation exhibits.	0.10	
05/10/24	MS	113	Review plan provisions re: same and exculpation, emails with B. Mankovetskiy and A. Sherman re: same.	0.20	
05/13/24	BM	113	Analysis regarding responses to confirmation objections.	1.10	
05/13/24	BM	113	Analysis regarding revisions of plan and proposed confirmation order.	0.90	
05/13/24	BM	113	Call with Debtors' counsel regarding confirmation hearing.	0.30	
05/13/24	AHS	113	Call with parties in advance of confirmation; call to counsel for Mercy One re: objection.	0.40	
05/13/24	MS	113	Review revised plan for filing and confirm all changes requested by Committee were made.	0.50	
05/13/24	MS	113	Emails with B. Mankovetskiy re: plan.	0.10	
05/13/24	MS	113	Draft email to E. Keil re: plan.	0.10	
05/14/24	BM	113	Analysis regarding resolution of objections to plan confirmation.	1.20	
05/14/24	BM	113	Analysis regarding plan revisions.	0.90	
05/14/24	MS	113	Emails with E. Keil and M. Preusker re: plan revisions.	0.20	
05/14/24	MS	113	Call with B. Mankovetskiy re: preparation for confirmation hearing and plan revisions.	0.30	
05/14/24	MS	113	Review revised plan and proposed confirmation order filed with Court.	0.40	
05/15/24	BM	113	Analysis regarding plan revisions.	1.10	

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				HOURS	AMOUNT
05/15/24	BM	113	Analysis regarding revisions of form of confirmation order.	0.80	
05/15/24	BM	113	Analysis regarding resolution of confirmation objections.	0.80	
05/15/24	BM	113	Attend to preparation for confirmation hearing.	1.60	
05/15/24	AHS	113	Review of pleadings in advance of confirmation.	0.80	
05/15/24	AHS	113	Review of pleadings inCall with counsel for Trinity re: confirmation objection.	0.40	
05/15/24	GAK	113	Review revised plan and disclosure statement and declaration in support of plan.	0.30	
05/15/24	GAK	113	Review proposed confirmation order.	0.20	
05/15/24	GAK	113	Review Debtors' confirmation brief.	0.30	
05/15/24	MS	113	Review Debtors' revised exhibit list for confirmation.	0.10	
05/15/24	MS	113	Review Plan and pension plan document re: pension plan administrator and sponsor issues.	0.40	
05/15/24	MS	113	Emails with B. Mankovetskiy re: pension plan administrator and sponsor issues.	0.40	
05/16/24	BM	113	Attend plan confirmation hearing.	4.30	
05/16/24	BM	113	Analysis regarding plan and confirmation order revisions.	1.40	
05/16/24	BM	113	Prepare for confirmation hearing.	0.90	
05/16/24	AHS	113	Prepare for and attend confirmation hearing.	4.30	
05/16/24	GAK	113	Review court's proceeding memo regarding plan confirmation.	0.10	

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				HOURS	AMOUNT
05/16/24	MS	113	Emails with H. Israel, N. Coco and P. Roby re: addition to confirmation order re: pension plan.	0.20	
05/16/24	MS	113	Call with B. Mankovetskiy re: addition to confirmation order re: pension plan.	0.20	
05/16/24	MS	113	Review revised proposed confirmation order.	0.20	
05/17/24	MS	113	Emails with B. Mankovetskiy re: revised proposed confirmation order.	0.10	
05/24/24	BM	113	Analysis regarding revised liquidation trust agreement.	0.70	
05/28/24	BM	113	Analysis regarding liquidation trust agreement.	0.80	
TASK TOTAL 113				<u>52.70</u>	<u>\$48,144.50</u>

114 – RELIEF FROM STAY PROCEEDINGS

05/08/24	BM	114	Analysis regarding pending requests for stay relief.	0.60	
05/20/24	BM	114	Analysis regarding pending stay relief requests.	1.10	
05/24/24	BM	114	Analysis regarding pending requests for stay relief.	0.80	
05/24/24	GAK	114	Review stay relief motion.	0.10	
05/28/24	BM	114	Analysis regarding pending requests for stay relief.	1.10	
05/29/24	BM	114	Analysis regarding Kurka/Davis stay relief request and applicable insurance policies.	0.90	
05/29/24	MS	114	Emails with R. Leaf re: request by Kurka/Davis for a no stay comfort order.	0.10	

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				HOURS	AMOUNT
05/29/24	MS	114	Review proposed motion and order re: request by Kurka/Davis for a no stay comfort order.	0.10	
05/29/24	MS	114	Emails with B. Mankovetskiy re: proposed motion and order re: request by Kurka/Davis for a no stay comfort order.	0.10	
05/29/24	MS	114	Emails with B. Gainer re: proposed motion and order re: request by Kurka/Davis for a no stay comfort order.	0.10	
05/30/24	BM	114	Analysis regarding pending stay relief requests.	0.70	
TASK TOTAL 114				5.70	\$5,221.50
116 – TRAVEL (billed at 50%)					
05/15/24	BM	116	Travel to confirmation hearing. (4.80)	2.40	
05/15/24	AHS	116	Travel from EWR to Cedar Rapids. (4.00)	2.00	
05/16/24	AHS	116	Travel from Cedar Rapids to EWR. (4.00)	2.00	
TASK TOTAL 116				6.40	\$6,520.00
TOTAL FEES at Standard Rates				95.30	\$84,062.50
Attorney Fees at Blended Rate of \$675				95.30	\$64,327.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				95.30	\$64,327.50

TASK CODE SUMMARY

102	Asset Disposition	9.80	\$8,816.00
104	Case Administration	5.70	\$4,439.50

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105	Claims Administration and Objections	5.70	\$5,218.50
107	Fee/Employment Applications	8.70	\$5,237.50
108	Fee/Employment Objections	0.60	\$465.00
113	Plan and Disclosure Statement	52.70	\$48,144.50
114	Relief from Stay Proceedings	5.70	\$5,221.50
116	Travel (billed at 50%)	6.40	\$6,520.00
TOTAL FEES at Standard Rates		95.30	\$84,062.50
Attorney Fees at Blended Rate of \$675		95.30	\$64,327.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		95.30	\$64,327.50

Andrew H. Sherman	10.60	x	\$1,075.00	=	\$11,395.00
Boris Mankovetskiy	50.80	x	\$925.00	=	\$46,990.00
Michael Savetsky	21.00	x	\$835.00	=	\$17,535.00
Gregory A. Kopacz	7.60	x	\$775.00	=	\$5,890.00
Oleh Matviyishyn	5.30	x	\$425.00	=	\$2,252.50

DISBURSEMENT DETAIL

03/26/24	291	Airfare (attend hearing in Cedar Rapids – AHS)	\$451.93
03/26/24	291	Airfare (attend hearing in Cedar Rapids – BM)	\$451.93
03/26/24	382	Meals (attend hearing in Cedar Rapids – AHS)	\$18.39
03/26/24	382	Meals (attend hearing in Cedar Rapids – AHS)	\$69.23
03/26/24	293	Lodging (attend hearing in Cedar Rapids – AHS)	\$141.12
03/26/24	293	Lodging (attend hearing in Cedar Rapids – BM)	\$141.12
03/27/24	294	Taxi/Car Rental/Car Service (attend hearing in Cedar Rapids – AHS)	\$84.88
03/27/24	295	Parking (attend hearing in Cedar Rapids – AHS)	\$73.33
03/27/24	297	Miscellaneous Travel – gas for rental car (attend hearing in Cedar Rapids – AHS)	\$5.46
05/10/24	358	Pacer	\$0.10
05/10/24	358	Pacer	\$0.10
05/10/24	358	Pacer	\$0.90
05/10/24	358	Pacer	\$1.70
05/10/24	358	Pacer	\$3.00
05/10/24	358	Pacer	\$0.10

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05/10/24	358	Pacer	\$1.10
05/10/24	358	Pacer	\$0.30
05/10/24	358	Pacer	\$3.00

TOTAL DISBURSEMENTS	\$1,447.69
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INVOICE SUMMARY

Total Fees	\$64,327.50
Total Disbursements	\$1,447.69
TOTAL THIS INVOICE	\$65,775.19

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$84,062.50**) and fees at *Blended Rate* of \$675 (**\$64,327.50**)** apply.

**includes paralegal fees at standard rates, if applicable

Sills Cummis & Gross
A Professional Corporation

The Legal Center
One Riverfront Plaza
Newark, NJ 07102-5400
(973) 643-7000

Official Unsecured Creditors Committee of Mercy Hospital
c/o Steindler Orthopedic Clinic, Committee Chair
Attn: Edward Patrick Magallanes, President and CEO
222 W. Merchandise Mart Plaza #2024
2751 Northgate Drive
Iowa City, IA 52245

July 26, 2024
Client/Matter No. 08650147.000001
Invoice: 2063205
Billing Attorney: AHS
Federal Tax Id: 22-1920331

RE: Creditors' Committee

For Legal Services Rendered Through June 30, 2024

				HOURS	AMOUNT
102 – ASSET DISPOSITION					
06/03/24	BM	102	Analysis regarding disposition of Debtors' interest in Thompson trust.	0.70	
06/05/24	GAK	102	Review Debtor reply in support of sale.	0.10	
06/05/24	MS	102	Review Debtors' reply to Trustee of Thompson Brothers Trust's objection to Debtors' motion to sell their interest in the trust.	0.20	
06/06/24	BM	102	Attend hearing on motion to approve sale of Thompson Trust interest.	0.80	
06/06/24	AHS	102	Attend hearing re: sale of trust assets.	0.80	
06/07/24	GAK	102	Review Debtors' professionals' fee applications.	0.20	
06/12/24	BM	102	Analysis regarding disposition of JV interests.	1.20	
06/13/24	BM	102	Analysis regarding Eastern Rehab interest sale issues.	0.70	

Creditors' Committee

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				HOURS	AMOUNT
06/13/24	MS	102	Review motion to assume certain executory contracts and order granting same.	0.10	
06/17/24	BM	102	Analysis regarding disposition of JV interests.	0.80	
06/18/24	BM	102	Analysis and revisions of EIRH interest sale documents.	1.20	
06/18/24	MS	102	Review emails from B. Mankovetskiy, R. Leaf and P. Magallanes re: sale of Eastern Iowa Rehab JV Interest.	0.40	
06/19/24	BM	102	Analysis and revisions of proposed membership interest sale documents (EIRH).	0.90	
06/19/24	MS	102	Review revisions to unit purchase agreement for sale of interest in Eastern Iowa Rehabilitation Hospital.	0.10	
TASK TOTAL 102				8.20	\$7,588.00

104 – CASE ADMINISTRATION

06/06/24	BM	104	Prepare an update for Committee.	0.60	
06/07/24	BM	104	Respond to creditors' inquiries regarding case status.	0.40	
06/10/24	AHS	104	Review of claims transfer notice and call re: same.	0.20	
06/11/24	AHS	104	Call with counsel for committee member re: claims transfer issues and resignation.	0.20	
06/17/24	BM	104	Correspondence with Committee Chair regarding pending matters.	0.60	
06/18/24	BM	104	Analysis regarding pension plan issues.	0.80	
06/18/24	BM	104	Prepare update for Committee.	0.40	

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				HOURS	AMOUNT
06/19/24	BM	104	Analysis regarding pension plan transition issues.	1.30	
06/19/24	GAK	104	Review notification of hearing on stay pending appeal and motion to continue hearing.	0.10	
06/20/24	BM	104	Analysis regarding pension plan transition issues.	1.30	
06/21/24	BM	104	Prepare for hearing on motion for stay pending appeal.	0.80	
TASK TOTAL 104				6.70	\$6,242.50
108 – FEE/EMPLOYMENT OBJECTIONS					
06/21/24	GAK	108	Review UST's objections to MWE fee applications.	0.10	
06/21/24	GAK	108	Review Debtors' professional's fee applications.	0.10	
TASK TOTAL 108				0.20	\$155.00
110 – LITIGATION (OTHER THAN AVOIDANCE ACTION LITIGATION)					
06/03/24	BM	110	Analysis regarding extension of stay of adversary proceeding against bondholder representatives.	0.40	
06/03/24	MS	110	Draft email to Committee re: stipulated order further staying committee adversary proceeding.	0.20	
06/03/24	MS	110	Emails with B. Mankovetskiy and D. Ko re: stipulated order further staying committee adversary proceeding.	0.30	
06/03/24	MS	110	Review draft stipulated order further staying committee adversary proceeding.	0.20	
TASK TOTAL 110				1.10	\$954.50

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HOURS

AMOUNT

113 – PLAN AND DISCLOSURE STATEMENT

06/04/24	BM	113	Analysis regarding liquidation trust agreement and post-confirmation workstreams.	1.10
06/06/24	BM	113	Analysis regarding proposed revisions of liquidation trust agreement.	0.80
06/07/24	BM	113	Analysis regarding confirmation order and next steps.	0.70
06/07/24	GAK	113	Review Court opinion overruling Mercy objection.	0.10
06/07/24	GAK	113	Review notification of plan confirmation and confirmation order.	0.30
06/08/24	AHS	113	Review of confirmation order and opinion, email to Committee re: same.	0.70
06/12/24	BM	113	Analysis regarding plan effective date conditions and related issues.	0.80
06/13/24	BM	113	Analysis regarding liquidation trust agreement revisions.	0.80
06/17/24	BM	113	Analysis regarding plan effective date issues.	0.70
06/18/24	BM	113	Analysis regarding plan effective date issues.	0.90
06/18/24	BM	113	Analysis regarding MercyOne's notice of appeal and motion for stay pending appeal.	1.10
06/18/24	BM	113	Analysis regarding revised liquidation trust agreement.	0.60
06/18/24	AHS	113	Call with parties re: going effective under plan.	0.80
06/18/24	AHS	113	Review of stay pending appeal issues and pleadings.	0.60

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				HOURS	AMOUNT
06/18/24	AHS	113	Analysis re: stay pending appeal.	0.40	
06/18/24	MS	113	Call with D. Simon, F. Perlman, A. Sherman, M. Preusker and E. Keil re: effective date issues and MercyOne's motion for stay pending appeal.	0.70	
06/18/24	MS	113	Review revisions to liquidation trust agreement.	0.30	
06/18/24	MS	113	Review emails from E. Keil, A. Sherman, M Preusker and P. Roby re: liquidation trust agreement.	0.20	
06/18/24	MS	113	Review emails from A. Sherman re: MercyOne notice of appeal of confirmation order and motion for stay pending appeal.	0.10	
06/18/24	MS	113	Draft email to Committee re: MercyOne notice of appeal of confirmation order and motion for stay pending appeal.	0.40	
06/18/24	MS	113	Call with B. Mankovetskiy re: MercyOne appeal and motion for stay pending appeal.	0.10	
06/18/24	MS	113	Review MercyOne notice of appeal of confirmation order and motion for stay pending appeal.	0.90	
06/19/24	BM	113	Attend to issues regarding establishment of liquidation trust.	1.10	
06/19/24	BM	113	Analysis regarding plan effective date issues.	1.20	
06/19/24	BM	113	Analysis regarding SOM's requested Debtor governance changes.	0.80	
06/19/24	AHS	113	Call with IA counsel re: stay pending appeal motion.	0.30	

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				HOURS	AMOUNT
06/19/24	AHS	113	Review of email regarding issues to go effective and analysis re: same.	0.80	
06/19/24	AHS	113	Calls with liquidating trustee re: effective date issues and issues regarding same.	0.50	
06/19/24	GAK	113	Review notice of appeal of confirmation order.	0.10	
06/19/24	MS	113	Call with S. Sultan re: EIN for liquidation trust and review emails from S. Sultan and A. Sherman re: same.	0.20	
06/19/24	MS	113	Call with B. Mankovetskiy re: pension plan issues.	0.10	
06/19/24	MS	113	Review plan and confirmation order re: same and email to B. Mankovetskiy re: same.	0.30	
06/19/24	MS	113	Review email from F. Perlman re: pension plan and effective date issues.	0.20	
06/19/24	MS	113	Confer with B. Mankovetskiy re: pension plan and effective date issues.	0.10	
06/20/24	BM	113	Call with Debtors, Preston Hollow, Pension Committee and Sisters of Mercy regarding pension plan issues.	1.00	
06/20/24	BM	113	Analysis regarding plan effective date issues.	0.90	
06/20/24	BM	113	Analysis and revisions of opposition to MercyOne's motion for stay pending appeal.	1.20	
06/20/24	AHS	113	Call with parties re: going effective and stay pending appeal issues.	1.00	
06/20/24	AHS	113	Review and revise response to stay pending appeal motion and circulate to client for review.	0.80	

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				HOURS	AMOUNT
06/20/24	MS	113	Review and comment on draft opposition to MercyOne's motion for a stay of confirmation order pending appeal.	2.20	
06/20/24	MS	113	Review final revisions to opposition to MercyOne's motion for a stay of confirmation order pending appeal.	0.20	
06/20/24	MS	113	Call with B. Mankovetskiy re: opposition to MercyOne's motion for a stay of confirmation order pending appeal.	0.20	
06/20/24	MS	113	Legal research re: opposition to MercyOne's motion for a stay of confirmation order pending appeal.	1.10	
06/21/24	BM	113	Attend hearing on motion for stay pending appeal.	0.50	
06/21/24	AHS	113	Prepare for hearing on stay pending appeal.	0.40	
06/21/24	AHS	113	Follow up calls after hearing on stay pending appeal and efforts to go effective.	0.40	
06/21/24	AHS	113	Attend hearing on stay pending appeal.	0.50	
06/21/24	GAK	113	Review order denying stay pending appeal.	0.10	
TASK TOTAL 113				<u>29.30</u>	<u>\$27,435.50</u>
TOTAL FEES at Standard Rates				<u>45.50</u>	<u>\$42,375.50</u>
Attorney Fees at Blended Rate of \$675				45.50	\$30,712.50
Paralegal Fees at Standard Rate				0.00	0.00
TOTAL FEES at Blended Rate				<u>45.50</u>	<u>\$30,712.50</u>

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TASK CODE SUMMARY

102	Asset Disposition	8.20	\$7,588.00
104	Case Administration	6.70	\$6,242.50
108	Fee/Employment Objections	0.20	\$155.00
110	Litigation (Other than Avoidance Action Litigation	1.10	\$954.50
113	Plan and Disclosure Statement	29.30	\$27,435.50
TOTAL FEES at Standard Rates		45.50	\$42,375.50
Attorney Fees at Blended Rate of \$675		45.50	\$30,712.50
Paralegal Fees at Standard Rate		0.00	0.00
TOTAL FEES at Blended Rate		45.50	\$30,712.50

Andrew H. Sherman	8.40	x	\$1,075.00	=	\$9,030.00
Boris Mankovetskiy	27.10	x	\$925.00	=	\$25,067.50
Michael Savetsky	8.80	x	\$835.00	=	\$7,348.00
Gregory A. Kopacz	1.20	x	\$775.00	=	\$930.00

DISBURSEMENT DETAIL

05/15/24	382	Meals (attend plan confirmation hearing in Cedar Rapids – AHS)	\$8.84
05/15/24	293	Lodging (attend plan confirmation hearing in Cedar Rapids – AHS)	\$226.14
05/15/24	293	Lodging (attend plan confirmation hearing in Cedar Rapids – BM)	\$226.14
05/15/24	291	Airfare (attend plan confirmation hearing in Cedar Rapids – AHS)	\$723.28
05/15/24	291	Airfare (attend plan confirmation hearing in Cedar Rapids – BM)	\$723.28
05/15/24	294	Taxi/Car Rental/Car Service (attend plan confirmation hearing in Cedar Rapids – AHS)	\$43.98
05/15/24	294	Taxi/Car Rental/Car Service (attend plan confirmation hearing in Cedar Rapids – AHS)	\$44.99
05/15/24	297	Miscellaneous Travel (gas for rental car) (attend plan confirmation hearing in Cedar Rapids – AHS)	\$23.38
05/16/24	382	Meals (attend plan confirmation hearing in Cedar Rapids – AHS)	\$29.63
05/16/24	382	Meals (attend plan confirmation hearing in Cedar Rapids – AHS)	\$24.59
05/16/24	382	Meals (attend plan confirmation hearing in Cedar Rapids – AHS)	\$12.78
05/16/24	294	Taxi/Car Rental/Car Service (rental car) (attend plan confirmation hearing in Cedar Rapids – AHS)	\$420.51

Creditors' Committee

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05/16/24	295	Parking (attend plan confirmation hearing in Cedar Rapids – AHS)	\$87.07
06/19/24	358	Pacer	\$0.20
06/19/24	358	Pacer	\$0.20
06/19/24	358	Pacer	\$0.10
06/22/24	358	Pacer	\$0.20
TOTAL DISBURSEMENTS			\$2,595.31

INVOICE SUMMARY	
Total Fees	\$30,712.50*
Total Disbursements	\$2,595.31
TOTAL THIS INVOICE	\$33,307.81

*Total includes fees at **Blended Rate**. Per Retention Application, lesser of fees at *Standard Rates* (**\$42,375.50**) and fees at *Blended Rate* of \$675 (**\$30,712.50**)** apply.

**includes paralegal fees at standard rates, if applicable